

EXHIBIT B

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Page 1

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE NORTHERN DISTRICT OF ILLINOIS
2 EASTERN DIVISION

4 CATHERINE HENRY,)
5 Plaintiff,)
6 -vs-) NO. 20 C 6353
7 CHEFS' WAREHOUSE/ALLEN)
8 BROTHERS,)
9 Defendant.)

11 "CONFIDENTIAL"
12 SECTION IV

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<p>1 REMOTE APPEARANCES: 2 LAW OFFICES OF MELISSA REARDON HENRY 3 3630 North Avers Avenue 4 Chicago, Illinois 60618 5 773-914-9090 6 BY: MS. MELISSA REARDON HENRY 7 melissareardonhenry@gmail.com 8 9 appeared on behalf of the Plaintiff; 10 11 MORGAN, LEWIS & BOCKIUS, LLP 12 13 77 West Wacker Drive 14 Suite 500 15 Chicago, Illinois 60601-5094 16 312-324-1789 17 BY: MR. JAMES P. LOOBY 18 james.looby@morganlewis.com 19 20 appeared on behalf of the Defendant. 21 ALSO PRESENT: MICHAEL ALEXANDER - THE VIDEOGRAPHER 22 23 REPORTED BY: TRUDY G. GORDON, C.S.R. 24 CERTIFICATE NO. 084-004077</p>	<p>Page 2</p> <p>1 THE VIDEOGRAPHER: We're now on the record. 2 Today's date is July 15, 2021, and the time on the 3 monitor is 8:47 a.m. This is the remote video 4 deposition of Chris Pappas in the matter of Catherine 5 Henry versus Chefs' Warehouse/Allen Brothers, filed 6 in the United States District Court for the Northern 7 District of Illinois, Eastern Division. Case Number 8 20 C 6353. The court reporter is Trudy Gordon, and I 9 am the videographer, Michael Alexander, both with 10 Veritext Midwest.</p> <p>11 Beginning with the taking attorney, Counsel and 12 all present, please state your affiliations and 13 appearances for the record.</p> <p>14 MS. HENRY: Good morning. This is Melissa 15 Reardon Henry on behalf of the Plaintiff, Catherine 16 Henry.</p> <p>17 MR. LOOBY: Good morning, everyone. This is 18 James Looby of Morgan, Lewis, on behalf of the 19 Defendant.</p> <p>20 THE VIDEOGRAPHER: Would the court reporter 21 please swear in the witness</p> <p>22 (WHEREUPON, THE WITNESS WAS DULY 23 SWORN.)</p> <p>24 THE VIDEOGRAPHER: Thank you. You may proceed.</p>
<p>1 I N D E X 2 WITNESS PAGE 3 CHRISTOPHER PAPPAS 4 EXAMINATION BY MR. HENRY..... 5 5 6 E X H I B I T S 7 DEPOSITION EXHIBITS DESCRIPTION PAGE 8 EXHIBIT NO. 1 DEFENDANTS' ANSWER AND 20 9 DEFENSES TO PLAINTIFF'S 10 EXHIBIT NO. 2 3-9-2016 LETTER 30 11 FROM CHRISTOPHER PAPPAS 12 EXHIBIT NO. 3 JOB DESCRIPTION 40 13 EXHIBIT NO. 4 INSIDER TRADING POLICY 105 14 (EX. 8 TO C. HENRY'S DEP) 15 EXHIBIT NO. 5 EXTENSION OF POLICY ON 106 16 INSIDER TRADING 17 EXHIBIT NO. 6 E-MAIL 3-4-2019 137 18 FROM PAT LECOURAS 19 EXHIBIT NO. 7 E-MAIL 3-4-2019 140 20 FROM JIM LEDDY 21 ***** EXHIBIT 4 IS ALSO IN TRANSCRIPT AS ***** 22 EXHIBIT 8. ONLY EXHIBIT #4 SHOULD BE ATTACHED 23 24</p>	<p>Page 3</p> <p>1 MS. HENRY: Thank you. 2 Good morning, Mr. Pappas. 3 THE WITNESS: Morning. 4 MS. HENRY: How are you today? 5 THE WITNESS: I'm doing great. Thank you. 6 MS. HENRY: Good. So my name is Melissa Reardon 7 Henry. I'm an attorney who's been retained by 8 Catherine Henry for the purpose of suing Chefs' 9 Warehouse.</p> <p>10 Would you kindly state and spell your name 11 for record.</p> <p>12 THE WITNESS: Christopher Pappas. Last name is 13 P, as in Peter, A-P-P-A-S.</p> <p>14 MS. HENRY: Thank you, Mr. Pappas.</p> <p>15 Before I begin asking you questions, I'd 16 like to go over some deposition rules.</p> <p>17 CHRISTOPHER PAPPAS, 18 called as a witness herein, having been first duly 19 sworn, was examined and testified as follows:</p> <p>20 EXAMINATION</p> <p>21 BY MR. HENRY:</p> <p>22 Q. Have you ever had your deposition taken 23 before?</p> <p>24 A. Yes.</p>

2 (Pages 2 - 5)

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Page 6	Page 8
<p>1 Q. So you are -- You are aware today that 2 this deposition is being recorded by both video and 3 audio and that there's also a court reporter taking 4 down your testimony? Are you aware of that?</p> <p>5 A. Yes.</p> <p>6 Q. So I would like to remind you that because 7 the court reporter is -- is transcribing your 8 responses, all of your responses need to be oral. 9 Do you understand that?</p> <p>10 A. Yes.</p> <p>11 Q. So no nodding and no uh-huh. 12 Is that okay?</p> <p>13 A. I will try my best not to uh-huh, yes.</p> <p>14 Q. Okay. And it will make for a clean record 15 and a happy day for Ms. Gordon if we don't talk over 16 one another.</p> <p>17 A. Got it.</p> <p>18 Q. If I ask you a question and you answer it, 19 I will assume you've understood the question. 20 Is that okay?</p> <p>21 A. That's -- That's fine.</p> <p>22 Q. And if you need clarification on a 23 question, please ask and I will repeat or rephrase 24 the question.</p>	<p>1 your memory might be impaired otherwise? 2 A. No.</p> <p>3 Q. Have you taken any substances that would 4 affect your ability to testify truthfully and 5 accurately?</p> <p>6 A. No.</p> <p>7 Q. Mr. Pappas, have you ever been convicted 8 of a crime?</p> <p>9 A. No.</p> <p>10 Q. Have you been a defendant in a lawsuit 11 before?</p> <p>12 A. No.</p> <p>13 Q. Have you ever been charged civilly with 14 discrimination?</p> <p>15 A. No.</p> <p>16 Q. Can you tell me about the time that you've 17 had your deposition taken in the past?</p> <p>18 A. It was a incident with a company we bought 19 in California and it had to do with one of the 20 managers who they fired.</p> <p>21 Q. And were there allegations against you in 22 that incident?</p> <p>23 A. It was -- It was a case over -- I think it 24 was a case over severance.</p>
Page 7	Page 9
<p>1 Is that understood?</p> <p>2 A. Understood.</p> <p>3 Q. If you need to take a break, please let me 4 know and we can arrange that. But please don't ask 5 for a break while there is a question pending. 6 Do you understand?</p> <p>7 A. Understand.</p> <p>8 Q. And your attorney objects to questions. 9 But you're still obliged to answer. 10 Do you understand that instruction?</p> <p>11 A. I'm sorry. I did not hear that.</p> <p>12 Q. In the event that your attorney objects to 13 the form of a question or to the way I have phrased a 14 question, you still have an obligation to answer. 15 Do you understand that?</p> <p>16 A. Yes.</p> <p>17 Q. Mr. Pappas, are you suffering from any 18 condition or illness today that would impair your 19 ability to testify?</p> <p>20 A. No.</p> <p>21 Q. Do you have any diagnosis that would 22 indicate your memory has been impaired?</p> <p>23 A. No.</p> <p>24 Q. Do you have any reason to believe that</p>	<p>1 Q. Do you recall the name of the employee? 2 A. No.</p> <p>3 Q. Do you recall the outcome of the case? 4 A. Not exactly.</p> <p>5 Q. Well, how about inexactly?</p> <p>6 MR. LOOBY: Objection. Form.</p> <p>7 BY THE WITNESS:</p> <p>8 A. I know -- I know I gave my deposition. It 9 was a very -- I mean, it was not a significant 10 amount, so I -- I just -- I mean, I -- I do run a \$2 11 billion company and, you know, the numbers start -- 12 every day is something, so we do our best to remember 13 everything. But it was not something of significance 14 that would be on my radar.</p> <p>15 BY MS. HENRY:</p> <p>16 Q. How did you prepare for your deposition 17 today, Mr. Pappas?</p> <p>18 A. I did a prep yesterday of things that I 19 should be aware of and, you know, just to update my 20 memory and, that's about it.</p> <p>21 Q. Can you tell us about your educational 22 background, Mr. Pappas?</p> <p>23 A. I have a college degree from many years 24 ago. I had a scholarship at Adelphi University, and</p>

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<p style="text-align: right;">Page 10</p> <p>1 I started Chefs' Warehouse in 1985 with basically a 2 mortgage on my dad's house, and since then I've been 3 running the company and growing it.</p> <p>4 Q. Have you ever been employed by any 5 employer or entity other Chefs' Warehouse?</p> <p>6 A. Besides playing professional basketball in 7 Europe, you know, I must have had, you know -- I must 8 have had jobs during college on and off. But since 9 1985 I've been building Chefs' Warehouse.</p> <p>10 Q. And what is your current position.</p> <p>11 A. I am president and CEO.</p> <p>12 Q. And how long have you held the title 13 president and CEO of Chefs' Warehouse?</p> <p>14 A. Over 35 years.</p> <p>15 Q. Do you know my client, Catherine Henry?</p> <p>16 A. Yes, I do.</p> <p>17 Q. How do you know her?</p> <p>18 A. She was one of our highest ranking 19 managers in our company. I was part of the hiring 20 process when they hired Ms. Henry. And I worked very 21 closely with her during the early years of trying to 22 build-out our Chicago businesses.</p> <p>23 Q. When you say that you were part of the 24 hiring process, how did you come to be part of a</p>	<p style="text-align: right;">Page 12</p> <p>1 in -- in Chicago, and I gather she got promoted and 2 moved to Wisconsin and had a good career in Cisco in 3 Wisconsin.</p> <p>4 Q. Did you select Catherine Henry for the -- 5 for her role at Chefs' Warehouse?</p> <p>6 A. I didn't select her personally. But like 7 I said, I was part of the process, and I found her to 8 be a good candidate, and I think they had three -- 9 you know, they cut the process down to about 3 people 10 out of maybe 15 that they were interviewing, and I 11 said I was fine with all 3 candidates.</p> <p>12 Q. Did you participate in the final -- final 13 round of interviews for Catherine Henry?</p> <p>14 A. I must have.</p> <p>15 Q. Do you have a specific recollection of 16 participating in the final round of interviews for 17 Catherine Henry?</p> <p>18 A. I have a -- I have a memory that I thought 19 she was a very solid choice. I thought she could do 20 the job. I was very impressed with her knowledge of 21 the business. I thought that she understood what we 22 were trying to accomplish and was up for the 23 challenge. And I thought she was a very good choice.</p> <p>24 Q. And do you know whether or not Catherine</p>
<p style="text-align: right;">Page 11</p> <p>1 hiring process to hire Catherine Henry for Chefs' 2 Warehouse?</p> <p>3 A. Any executive that's hired usually goes 4 through multiple rounds of interviews. So I was 5 asked to interview her in part of that process.</p> <p>6 Q. Who asked you to interview her?</p> <p>7 A. Probably Human Resources, and at the time 8 the Vice President of Operations who -- who 9 eventually hired her and she reported to him.</p> <p>10 Q. What's his name?</p> <p>11 A. Tyler Hawes.</p> <p>12 Q. How did you first learn about Catherine 13 Henry?</p> <p>14 A. I'm sorry?</p> <p>15 Q. How did you first learn of Catherine 16 Henry?</p> <p>17 A. Through Tyler Hawes.</p> <p>18 Q. Do you know how Tyler Hawes became 19 familiar with her?</p> <p>20 A. I think they were doing a search looking 21 to hire qualified executives.</p> <p>22 Q. Do you know anything about her reputation 23 in the industry?</p> <p>24 A. I knew she he had great success in sales</p>	<p style="text-align: right;">Page 13</p> <p>1 Henry received an offer of employment subsequent to 2 the interview that you participated in?</p> <p>3 A. That I can't recall.</p> <p>4 Q. Do you recall whether Catherine Henry was 5 offered her position at the interview that you 6 participated in?</p> <p>7 A. I don't recall the complete process, but 8 obviously she was offered the job and she accepted 9 it, and she was an employee of Chefs' Warehouse.</p> <p>10 THE VIDEOGRAPHER: Excuse me. There's a Galina 11 Petrosian wants to get in. Is that okay to admit 12 her?</p> <p>13 MR. LOOBY: Yes. It's in-house counsel.</p> <p>14 THE VIDEOGRAPHER: Okay. Thank you. Sorry to 15 interrupt.</p> <p>16 BY MS. HENRY:</p> <p>17 Q. Do you know whether or not Catherine Henry 18 was onboarded to her position as Chefs' Warehouse?</p> <p>19 A. I don't think I understand that question.</p> <p>20 Everybody is usually onboarded into a position.</p> <p>21 Q. Do -- Does Chefs' Warehouse have a formal 22 onboarding procedure for new employees?</p> <p>23 A. We have an onboarding process.</p> <p>24 Q. And what does that process entail?</p>

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<p style="text-align: right;">Page 14</p> <p>1 A. Every position is different. Every -- 2 Every region does it, you know, a different way. I'm 3 not exactly sure of the complete process. 4 Q. When you described the role that Catherine 5 Henry was hired to, you described it as a very high 6 level position. 7 What was her title? 8 A. I believe it was an Executive Vice 9 President. 10 Q. And what would your -- Do you have a 11 belief as to how an Executive Vice President at 12 Chefs' Warehouse would be onboarded to that role? 13 A. Well, I imagine that they are -- are 14 introduced to the team. Management spends time with 15 them introducing them to the people that they will be 16 managing. They go through a whole HR process of our 17 employee handbooks and our policies and our processes 18 and -- You know, it's -- it's constant. It's not 19 just, you know, half a day and, you know, everything, 20 you know, about our 50,000 products and our thousands 21 of employees. So it's an ongoing process. We run 22 it -- You know there's -- There's processes we run, 23 I'm sure, monthly, and I know yearly. There's 24 constant training. And I think it's a continuing</p>	<p style="text-align: right;">Page 16</p> <p>1 was a new territory. It was important for me to 2 understand the territory and the players. And, you 3 know, the day-to-day minute granular details, no, I'm 4 not part of that. 5 Q. Do you -- To whom did Cathy Henry report 6 when she was first hired? 7 A. Yeah, I believe she reported to Mr. Pat 8 O'Callaghan. 9 Q. How long do you believe Catherine Henry 10 reported to Pat O'Callaghan? 11 A. I would say at least a year. 12 Q. And was that -- Do you believe that she -- 13 When do you believe Catherine Henry was hired at 14 Chefs' Warehouse? 15 A. When do I believe she was hired? 16 Q. Yes. 17 A. I believe it was 2015. 18 Q. So you believe that Catherine Henry 19 reported to Pat O'Callaghan in 2015? 20 A. No. When she was hired, she -- When she 21 was hired, she reported to Mr. Tyler Hawes. 22 Q. Okay. Do you know how long Catherine 23 reported to Tyler Hawes? 24 A. I would say at least two years.</p>
<p>1 process. 2 Q. Do you know whether, in fact, Cathy Henry 3 went through the type of onboarding process that you 4 just described imagining would have occurred? 5 MR. LOOBY: Objection to the form of the 6 question. 7 MS. HENRY: I likewise object, James. 8 Would you read it back court reporter. It 9 was a little convoluted. 10 (WHEREUPON, THE RECORD WAS READ 11 AS REQUESTED.) 12 BY MS. HENRY: 13 Q. So you described an onboarding -- 14 I'm going to rephrase it. 15 So you described an onboarding process 16 that you would imagine would occur for an Executive 17 Vice President; is that right? 18 A. Correct. 19 Q. Do you know whether or not Catherine Henry 20 went through an onboarding process like that which 21 you've described? 22 A. Yeah, I know that Tyler Hawes, which was 23 her manager, spent a lot of time with Ms. Henry. And 24 I personally spent a lot of time out in Chicago. It</p>	<p style="text-align: right;">Page 15</p> <p>1 Q. Do you know when -- why Catherine Henry 2 would have stopped reporting to Tyler Hawes? 3 A. Yeah. Tyler took a -- became Chief 4 Operating Officer of Roland Foods and left the 5 company. 6 Q. Who did Catherine Henry report to after 7 she reported to Tyler Hawes? 8 A. Yeah, for a while I -- I was interim. I 9 took it over for a while until I could reorganize our 10 Management Team. So she reported to me. 11 Q. For how long did she report to you? 12 A. I would say a year or two. 13 Q. Who did Catherine Henry report to after 14 the year or two that she reported to you? 15 A. I would say it had to be Mr. Pat 16 O'Callaghan. 17 Q. So is it your testimony then that -- that 18 she reported to Pat O'Callaghan from the time that 19 she stopped reporting to you? 20 A. I believe so. 21 Q. Until when? What do you believe? 22 A. I believe she reported to Pat O'Callaghan 23 until she left the company. 24 Q. Okay. Who is Steve Kane?</p>

5 (Pages 14 - 17)

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<p style="text-align: right;">Page 18</p> <p>1 A. Steve Kane was -- He was an executive that 2 joined us from Cisco that was here for a very short 3 period of time.</p> <p>4 Q. Did Catherine Henry report to Steve Kane?</p> <p>5 A. That's possible. I'm -- I'm not a hundred 6 percent sure. But -- Because he was here for such -- 7 such a short period of time. He took a position out 8 in the Rockies, I believe, as a President. So he was 9 not here for a very long time. So I don't have a lot 10 of recall of his tenure.</p> <p>11 Q. Do you believe that Catherine reported to 12 Pat O'Callaghan after she reported to you without any 13 interruption?</p> <p>14 MR. LOOBY: Objection. Asked and answered.</p> <p>15 MS. HENRY: You can answer the question, sir.</p> <p>16 BY THE WITNESS:</p> <p>17 A. Yeah, she might have reported to Steve 18 Kane while he was here before -- I don't -- I don't 19 recall the exact sequences. But I'm trying to recall 20 because Steve was here for such a short period of 21 time, and what his exact responsibilities were. But 22 there is a good possibility she reported at some 23 period to Steve Kane before she reported to Pat 24 O'Callaghan.</p>	<p style="text-align: right;">Page 20</p> <p>1 direct line into all our regions' operating 2 executives, and put her expertise in Operations 3 with -- until I filled -- backfilled when Tyler Hawes 4 left, and then we broke up the -- the structure, and 5 it was Ellie Thomas, and then it was the Regional 6 Executive Vice Presidents.</p> <p>7 Q. When you first hired Catherine Henry, what 8 was your understanding of her role?</p> <p>9 A. She was hired, if I recall correctly, to 10 really, you know, help us build Chicago, you know, 11 and the whole Illinois territory.</p> <p>12 Q. What do you understand Catherine Henry has 13 alleged in this lawsuit?</p> <p>14 A. That we discriminate against women.</p> <p>15 Q. Do you have any more specific 16 understanding of her allegation of discrimination?</p> <p>17 A. No.</p> <p>18 Q. Okay. Mr. Pappas, I have introduced an 19 exhibit that I have marked Exhibit 1.</p> <p>20 Do you have the capacity to review 21 Exhibit 1?</p> <p>22 A. There's nothing on my screen.</p> <p>23 MR. LOOBY: Melissa, he may not have Exhibit 24 Share set up. I've asked Veritext to send him the</p>
<p style="text-align: right;">Page 19</p> <p>1 BY MS. HENRY:</p> <p>2 Q. During the time that Catherine Henry 3 reported to you, how would you describe your working 4 relationship with her?</p> <p>5 A. I thought it was great. I was -- You 6 know, I continued to be very fond of Cathy Henry. I 7 thought we had a very good relationship. It was a 8 tough period. We had acquired multiple companies. 9 So there was many, many, many headwinds to overcome. 10 There was a pretty good -- It was a tight team. 11 There was Ellie Thomas who at the time was Executive 12 Vice President as well, Director of Operations. So 13 it was kind of a bifurcated org structure where we 14 had Sales and we had Operations and we were working 15 as a team.</p> <p>16 Q. So Ellie Thomas you said is the Executive 17 Vice President of Operations?</p> <p>18 A. Correct.</p> <p>19 Q. And when you say a bifurcated structure, 20 who was that bifurcated among, Ellie and you or whom?</p> <p>21 A. Yes. So, again, it was a pretty tight -- 22 still continues to be a pretty tight team. We break 23 up the responsibilities for expertise. So there's 24 direct lines and dotted lines. So Ellie Thomas had a</p>	<p style="text-align: right;">Page 21</p> <p>1 information. I'm not sure to the extent that 2 happened. So you may need to share your screen.</p> <p>3 THE WITNESS: Sent to me this morning?</p> <p>4 MR. LOOBY: It would have been sent a couple 5 days ago.</p> <p>6 THE WITNESS: And who sent it to me so I could 7 search it?</p> <p>8 MR. LOOBY: It would have been Veritext.</p> <p>9 THE WITNESS: I'm sorry?</p> <p>10 MR. LOOBY: Veritext, V-E-R-I-T-E-X-T-. I'm not 11 sure if it would have come from a specific person or 12 their general e-mail address.</p> <p>13 THE WITNESS: Okay. It was just posted on my 14 screen.</p> <p>15 MR. LOOBY: Well, if you want to take a look 16 now, Melissa is sharing her screen so you can look at 17 the exhibit here, and then just direct her up and 18 down as you need to see it or she needs to direct you 19 to it.</p> <p>20 BY MS. HENRY:</p> <p>21 Q. So, Mr. Pappas, you can see what I have 22 shared on the screen, and I have -- I haven't shared 23 it with the exhibit marker though because I shared it 24 from a PDF.</p>

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<p style="text-align: right;">Page 22</p> <p>1 Counsel, does that matter to you? Do you 2 want me to go back in and get the one that is marked 3 as an exhibit or are you comfortable that --</p> <p>4 MR. LOOBY: I'm comfortable with this one as 5 long as we're clear on the record when you're showing 6 one that has the exhibit sticker or not. I see the 7 one you've introduced, so it's not a problem.</p> <p>8 MS. HENRY: Court Reporter, is that okay with 9 you?</p> <p>10 THE REPORTER: Yes.</p> <p>11 MS. HENRY: Thank you, Madam Court Reporter. 12 Okay.</p> <p>13 Because I -- That's the -- That's the bit 14 of the technology that I haven't -- I didn't 15 practice, entering an exhibit once it was marked, so 16 okay.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. Mr. Pappas, you can see a document on your 19 screen, and I would -- I would like you to take a 20 moment to review it. I'm going to direct you to -- 21 direct you to particular paragraphs, but I wanted to 22 give you an opportunity to look at the whole thing. 23 So tell me when to begin to scroll.</p> <p>24 A. I'm ready.</p>	<p style="text-align: right;">Page 24</p> <p>1 please, to Paragraph 14. Defendants admit the 2 allegation that Catherine Henry is the -- was the 3 only Regional Vice President at Chefs' Warehouse.</p> <p>4 Is this consistent with your recollection?</p> <p>5 MR. LOOBY: I'm going to object to the form.</p> <p>6 But you can go ahead.</p> <p>7 BY THE WITNESS:</p> <p>8 A. Yeah. We only have a few Executive Vice 9 Presidents. I know that Tina Roberts was Regional 10 Vice President. Ellie Thomas was Executive Vice 11 President of all operations. So I'm not seeing where 12 this is going. But, you know, Pat Lecouras is head 13 -- is one of our top four executives in the company. 14 So I always thought we did a great job trying to find 15 really qualified women in an industry that does not 16 have a lot of women executives, and I was very proud 17 about that. So I'm not exactly sure where this is 18 going.</p> <p>19 BY MS. HENRY:</p> <p>20 Q. So is it your testimony that your answer 21 to the allegation at Paragraph 14 is not true?</p> <p>22 MR. LOOBY: I'm going to object to the form of 23 this.</p> <p>24 MS. HENRY: You can answer.</p>
<p style="text-align: right;">Page 23</p> <p>1 Q. Okay. Have you had an opportunity to 2 review this document at least as far as I have 3 scrolled through it?</p> <p>4 A. Well, it went pretty fast. I'm not sure I 5 caught all of it. But I'm pretty familiar with most 6 of these points.</p> <p>7 MR. LOOBY: Just for the -- Sorry, Melissa. 8 Just for the record, you scrolled up to the end of 9 Page 5 of the exhibit.</p> <p>10 MS. HENRY: Yes, I did, of Exhibit 1, which I 11 will represent is the Defendant's answer to the 12 lawsuit that Ms. Henry has filed.</p> <p>13 BY MS. HENRY:</p> <p>14 Q. So I'm going to ask you this morning just 15 about the Defendant's answer -- First of all, have 16 you seen this Exhibit 1 before, Mr. Pappas?</p> <p>17 A. I'm not a hundred percent sure. I looked 18 at a lot of documents. But I'm not a hundred percent 19 sure I read all of this.</p> <p>20 Q. Do you know whether or not you had an 21 opportunity to review the answer that your company 22 filed in this case before it was filed?</p> <p>23 A. I'm not a hundred percent sure.</p> <p>24 Q. I'll direct your attention, if I may,</p>	<p style="text-align: right;">Page 25</p> <p>1 THE WITNESS: Yeah.</p> <p>2 BY THE WITNESS:</p> <p>3 A. Again, time and place over the years, 4 people come and go. But I know when I look in my org 5 chart Tina Roberts was an Executive Vice President 6 and Regional Vice President of Southern California, 7 so I don't see how that would be true unless there 8 was an overlap of time.</p> <p>9 BY MS. HENRY:</p> <p>10 Q. Okay. Are you using the terms Executive 11 Vice President and Regional Vice President 12 interchangeably?</p> <p>13 A. No, it's the same job. It's the same job 14 that -- No, Executive Vice President would have a 15 region or a particular area and have more 16 responsibilities with the P&L.</p> <p>17 MR. LOOBY: Melissa, can I ask -- just get one 18 clarification on this one here. When you're using 19 the phrase Chefs' Warehouse, are you referring to the 20 parent company and all its subsidiaries or are you 21 referring to a specific entity given that there a 22 number of subsidiaries on the company. So it may 23 help the witness if you're specific as to that 24 particular point.</p>

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<p style="text-align: right;">Page 26</p> <p>1 MS. HENRY: I'm referring to the specific 2 entities that Catherine Henry has sued and the entity 3 over which Chris Pappas serves as the President and 4 CEO.</p> <p>5 MR. LOOBY: Well, those are different.</p> <p>6 MS. HENRY: Okay. Well, let's let the witness 7 answer from his perspective in the capacity in which 8 you have presented him as a witness today.</p> <p>9 BY THE WITNESS:</p> <p>10 A. Well, I oversee all our companies. It's 11 an umbrella of over 30-something different 12 businesses. So, again, the way our company is broken 13 up, it's -- it's kind of bifurcated. Some are more 14 specific to production facilities, and others are 15 specialty food distribution businesses. Cathy Henry 16 was employed by Chefs' Warehouse. I'm assuming she 17 was Chefs' Warehouse Midwest. And Tina Roberts was 18 Chefs' Warehouse Southern California. And Ellie 19 Thomas was Chefs' Warehouse North America.</p> <p>20 BY MS. HENRY:</p> <p>21 Q. And you're using the verb was. 22 Does Ellie Thomas still work for Chefs' 23 Warehouse?</p> <p>24 A. She retired.</p>	<p style="text-align: right;">Page 28</p> <p>1 I'm still very sad to see Ms. Henry leave the 2 organization. So that's as far as my knowledge goes.</p> <p>3 Q. During the two different periods when 4 Cathy Henry reported to you, did she exceed your 5 expectations?</p> <p>6 A. I was -- I was satisfied -- I was very 7 impressed with the effort. Again, it was a very 8 difficult time for the Midwest. A very challenging 9 time. We had gone through many trials and 10 tribulations with multiple acquisitions. I worked 11 very closely with Ms. Henry and, you know, I thought 12 we had a great relationship.</p> <p>13 Q. Would you characterize what you have just 14 described as exceeding your expectations?</p> <p>15 A. It was such a challenging time my 16 expectations, you know, like every CEO, is to 17 maximize profitability. That we never accomplished 18 for many reasons. But I was very satisfied with 19 her -- with her effort. I thought she worked very 20 hard, and she cared a lot about her job and the 21 company.</p> <p>22 MS. HENRY: All right. I'm going to mark an 23 exhibit and try to share it on my screen once I've 24 marked it. So let's -- Give me -- With your</p>
<p style="text-align: right;">Page 27</p> <p>1 Q. Does -- When did she retire? 2 A. A year ago, I believe. And she moved to 3 South Carolina.</p> <p>4 Q. What about Tina Robertson -- Was it Tina 5 Robertson or Tina Roberts?</p> <p>6 A. Tina Roberts -- Tina Roberts had a very -- 7 very -- Her spouse had a sudden heart attack and 8 died, and she's -- she's left the company to take 9 care of the estate.</p> <p>10 Q. When did that happen? 11 A. It was during Covid. So the past six 12 months.</p> <p>13 Q. So turning your attention to Paragraph 15. 14 Catherine Henry consistently exceeded performance 15 expectations. And if you review Exhibit 1, you could 16 see that the Defendants denied the allegation in 17 Paragraph 15 of the Complaint.</p> <p>18 Is it true that Catherine Henry did not 19 consistently exceed performance expectations?</p> <p>20 A. You know that I'm -- I'm not familiar 21 with. Again, I had a very good relationship and 22 thought very fondly of Cathy Henry. She was not let 23 go for performance. She was let go because she 24 violated a very, very serious policy that we had that</p>	<p style="text-align: right;">Page 29</p> <p>1 permission, Counsel, and your forbearance, I will try 2 to get this right.</p> <p>3 That doesn't share the whole document, 4 right? That just shares this little screen? There 5 we go.</p> <p>6 Are you seeing a document on your screen, 7 James?</p> <p>8 THE WITNESS: I can see the top of it.</p> <p>9 MR. LOOBY: Yeah, I'm also trying to pull up the 10 exhibit that you marked just I can verify that it's 11 the same as the one you're showing.</p> <p>12 MS. HENRY: Well, here, I -- This is the one -- 13 I hope --</p> <p>14 MR. LOOBY: Oh, that --</p> <p>15 MS. HENRY: Yeah. I hope that I'm showing what 16 I have marked as an exhibit.</p> <p>17 MR. LOOBY: Yeah, you are, Exhibit 2. Can you 18 just flip to the bottom. For some reason my Exhibit 19 Share is not loading what you just marked.</p> <p>20 MS. HENRY: Is this what you mean by flip to the 21 bottom?</p> <p>22 MR. LOOBY: Yeah, just so I can see the -- the 23 entire exhibit. Thank you.</p> <p>24 MS. HENRY: Okay.</p>

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<p style="text-align: right;">Page 30</p> <p>1 MR. LOOBY: Also, plus, Melissa, it may help if 2 you could Zoom out a little bit.</p> <p>3 MS. HENRY: Yeah, I'm trying to figure out how 4 to do that.</p> <p>5 MR. LOOBY: If you go to the left and just -- 6 yeah, and hit that -- No, to the middle of the 7 screen. If you can just hit the Zoom out.</p> <p>8 MS. HENRY: Is that better?</p> <p>9 MR. LOOBY: Much better. Thank you.</p> <p>10 MS. HENRY: You're welcome.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. Okay. Again, Mr. Pappas, do you see what 13 is marked in yellow as Exhibit 2 on your screen?</p> <p>14 A. Yes.</p> <p>15 Q. Okay. I will once again scroll through 16 this document, and I'm asking you to review it as I 17 do so. Please tell me if you would like me to slow 18 down.</p> <p>19 Have you had an opportunity to review what 20 I have marked as Exhibit 2, Mr. Pappas?</p> <p>21 A. Yes.</p> <p>22 Q. And what does it appear to be?</p> <p>23 A. These are letters that I send out at the 24 end of -- end of the year to -- to people that have</p>	<p style="text-align: right;">Page 32</p> <p>1 brings its own challenges. So, you know, sometimes 2 we have great years. Sometimes we don't have great 3 years. It's not a hundred percent. Sometimes it's 4 not people's fault, it's the market or a certain 5 thing. Again, I try to keep a relationship with the 6 leadership of the company. And I take a lot of 7 enjoyment in writing a few notes when I can at the 8 end of the year to recognize them.</p> <p>9 Q. So is it a reflection of an employee's 10 performance if they receive this type of a note from 11 you?</p> <p>12 MR. LOOBY: Objection to form.</p> <p>13 BY THE WITNESS:</p> <p>14 A. Yeah, all -- All, I think, RVPs, EVPs and 15 leaders, you know, get a letter. Anybody -- Anybody 16 in the bonus pool gets a letter.</p> <p>17 MS. HENRY: Okay.</p> <p>18 BY THE WITNESS:</p> <p>19 A. So one way or the other they will get a 20 letter, whether it's a small bonus, no bonus, or a 21 full bonus. And I try to -- I try to write a note to 22 as many as possible.</p> <p>23 BY MS. HENRY:</p> <p>24 Q. So for the -- On the first page of</p>
<p style="text-align: right;">Page 31</p> <p>1 the P&Ls.</p> <p>2 Q. What do you mean by P&L for the lay people 3 on the call?</p> <p>4 A. Profited -- Profit and loss 5 responsibility.</p> <p>6 Q. And so the -- Is this your handwriting on 7 the first page of Exhibit 2?</p> <p>8 A. The really bad handwriting, yes, that's 9 mine.</p> <p>10 Q. And is it customary for you to write this 11 kind of a note to an employee who is eligible for a 12 bonus?</p> <p>13 A. I try to -- to touch as many as possible, 14 yes.</p> <p>15 Q. And when you include this kind of a note, 16 and when you try to touch as many as possible, what's 17 the purpose behind that practice?</p> <p>18 A. Just to show them that I'm acknowledging 19 their effort.</p> <p>20 Q. So would an employee who was not meeting 21 or exceeding your expectations receive this kind of a 22 letter from you?</p> <p>23 A. Yes, because obviously I'm trying to pep 24 them up for the coming year. You know, every year</p>	<p style="text-align: right;">Page 33</p> <p>1 Exhibit 2 you can see that it's dated March 9, 2016.</p> <p>2 Is this -- Do you understand that this 3 would be -- have been the first year Cathy Henry was 4 eligible for a bonus at Chefs'?</p> <p>5 A. I'm -- You're saying that it was the first 6 year?</p> <p>7 Q. Yes.</p> <p>8 A. Okay. I can acknowledge that if you're 9 saying it was the first year. I mean, I don't recall 10 her first year. But --</p> <p>11 Q. Okay. Did you testify earlier that you 12 think Cathy Henry started in 2015?</p> <p>13 A. I thought it was 2015 or 2016.</p> <p>14 Q. Okay. Would it make sense if she had 15 started in 2016, would she be receiving this letter 16 on March 9, 2016?</p> <p>17 A. Yes, if she was with us in 2015, she would 18 be getting this -- the letters that we send out in 19 March of the following year.</p> <p>20 Q. Okay. From the fact that she received a 21 bonus for the year ending 2015, do you conclude that 22 she began working for you in 2015?</p> <p>23 MR. LOOBY: Objection to the form.</p> <p>24</p>

CONFIDENTIAL

<p style="text-align: right;">Page 34</p> <p>1 BY THE WITNESS:</p> <p>2 A. Yeah, I'm -- I'm assuming -- I'm not sure 3 of her start date. But she must have been with us 4 2015 to get this letter in '16.</p> <p>5 MS. HENRY: Okay. All right.</p> <p>6 BY MS. HENRY:</p> <p>7 Q. And is the \$25,000 bonus evidence of a 8 full bonus, a partial bonus? What does that 9 represent, as far as you recall, from 2016?</p> <p>10 MR. LOOBY: Objection to form.</p> <p>11 THE WITNESS: Yeah.</p> <p>12 BY THE WITNESS:</p> <p>13 A. I don't -- I don't -- I don't know what 14 her salary was. So bonuses are based on percentage 15 of salary and how much of their goals they 16 accomplish. So I don't know what percentage that 17 would -- that would be.</p> <p>18 MS. HENRY: Okay.</p> <p>19 BY MS. HENRY:</p> <p>20 Q. Looking at the next page of Exhibit 2. 21 Does this -- Have you had an opportunity 22 to review it?</p> <p>23 A. I can -- I have seen this, yes.</p> <p>24 Q. Okay. So what does this next page tell</p>	<p style="text-align: right;">Page 36</p> <p>1 of order.</p> <p>2 MS. HENRY: The witness just testified -- 3 They're in reverse order. So out of order. Okay.</p> <p>4 This is Bates 48, Henry 48. The witness just 5 testified -- testified about Henry 49. So --</p> <p>6 MR. LOOBY: Thank you.</p> <p>7 MS. HENRY: -- we're moving backwards. Okay.</p> <p>8 BY MS. HENRY:</p> <p>9 Q. Mr. Pappas, have you had an opportunity to 10 review what your counsel has just specified as 11 Henry 48?</p> <p>12 A. We're looking at the letter dated 2000 -- 13 for year ending 2017, if that's what you're talking 14 about.</p> <p>15 MS. HENRY: Okay. That's one. I just figured 16 out how -- Is it bigger for you guys? Did that work?</p> <p>17 THE WITNESS: Yep.</p> <p>18 MS. HENRY: Great.</p> <p>19 BY MS. HENRY:</p> <p>20 Q. And reviewing this document, what does it 21 reflect?</p> <p>22 A. It reflects that we did not reach the goal 23 required, I guess, for total payout of our 2017 plan. 24 But she did receive a bonus.</p>
<p style="text-align: right;">Page 35</p> <p>1 you?</p> <p>2 A. It tells me that she did get a bonus the 3 following year. Part of their bonus is -- I believe 4 it's time based as well, as well as performance. 5 What I could read, it's hard to read, but it says 6 that we did not achieve all our goals, we did not 7 reach the goal required, I guess, for full payouts. 8 But she did get a -- She did get a -- She did get a 9 bonus.</p> <p>10 Q. Okay. And what was the amount of that 11 bonus?</p> <p>12 A. It looks like 37,500.</p> <p>13 Q. Okay. And that represents an increase 14 over the previous year's bonus; is that right?</p> <p>15 A. Depending on her pay. I mean, she might 16 have had an increase in pay increases her bonus 17 automatically as a percentage. So I'm not exactly 18 sure what percentage of her pay that bonus 19 constitutes.</p> <p>20 Q. Moving to the next page.</p> <p>21 MR. LOOBY: Melissa, can just say what the Bates 22 number is on the page just so we're clear --</p> <p>23 MS. HENRY: Sure.</p> <p>24 MR. LOOBY: -- because I think the pages are out</p>	<p style="text-align: right;">Page 37</p> <p>1 Q. And what was the amount of that bonus?</p> <p>2 A. Forty-five thousand.</p> <p>3 Q. And is that an increase over the previous 4 year's bonus?</p> <p>5 A. Yes, it is.</p> <p>6 Q. All right. So what do you conclude from 7 that number, if anything?</p> <p>8 A. I conclude that, again, we try to give 9 everybody a -- a bonus -- a bump in salary every 10 year. So it could mean that she got a bump in salary 11 which gave her a larger bonus pool, or they 12 accomplished more of their goals and -- in that year.</p> <p>13 Q. Do you know whether or not Cathy Henry 14 ever received an increase in salary between 2015 and 15 2017?</p> <p>16 A. Do I know exactly, no.</p> <p>17 Q. And, finally, I'm scrolling down to what 18 is Henry 47. It's the fourth page of Exhibit 2. 19 Please take a moment to read that.</p> <p>20 A. Okay.</p> <p>21 Q. So have you had an opportunity to review 22 that fourth page of Exhibit 2?</p> <p>23 A. Yes.</p> <p>24 Q. And what does that reflect?</p>

10 (Pages 34 - 37)

CONFIDENTIAL

<p style="text-align: right;">Page 38</p> <p>1 A. It reflects that we did not hit a hundred 2 percent of our corporate goals. And she got a payout 3 of \$72,872 for that year.</p> <p>4 Q. Okay. And is that an increase over the 5 previous year's bonus?</p> <p>6 A. It seems that it is.</p> <p>7 Q. And, again, do you know whether or not 8 Cathy received an increase in salary in -- for the 9 year ending 2018?</p> <p>10 A. I do not know if she received an increase.</p> <p>11 Q. Based on the -- the four notices of bonus 12 that you just reviewed -- I'm sorry, let me stop 13 sharing. -- what conclusion do you draw about 14 whether or not Cathy Henry was meeting or exceeding 15 Chefs' Warehouse expectations of her performance?</p> <p>16 MR. LOOBY: Objection to form.</p> <p>17 BY THE WITNESS:</p> <p>18 A. Yeah. Just -- I didn't realize that we 19 were questioning her performance. I mean, she was 20 not let go because of performance. She was let go 21 because she broke a very serious policy for the 22 company. So just not on my radar. It was never on 23 the radar that Cathy Henry was gonna be let go for 24 performance. There was nobody being groomed for that</p>	<p style="text-align: right;">Page 40</p> <p>1 MR. LOOBY: Objection to form. Asked and 2 answered. This is the third time you've asked the 3 same question.</p> <p>4 MS. HENRY: You can answer.</p> <p>5 BY THE WITNESS:</p> <p>6 A. That I don't know.</p> <p>7 MS. HENRY: All right. I'm going to open -- 8 introduce another exhibit here.</p> <p>9 BY MS. HENRY:</p> <p>10 Q. Can you see on your screen what I have 11 marked as Exhibit 3?</p> <p>12 A. Yes.</p> <p>13 Q. Okay. I will give you an opportunity to 14 review it.</p> <p>15 A. Yeah --</p> <p>16 Q. Mr. Pappas --</p> <p>17 A. Is there a date on this?</p> <p>18 Q. I'll give you a chance to review it again. 19 You can conclude for yourself.</p> <p>20 A. Can you start at the top.</p> <p>21 Q. Yes, sir.</p> <p>22 A. The Regional Vice President, Midwest will 23 be responsible -- Was there a date of this -- this 24 job offering? I don't -- I don't see a date.</p>
<p style="text-align: right;">Page 39</p> <p>1 position, and -- I'm imagining that she was doing 2 a -- a good job and she was moving up in the company.</p> <p>3 BY MS. HENRY:</p> <p>4 Q. So when your -- When your company filed an 5 answer in federal court indicating -- denying 6 Ms. Henry's representation that she consistently 7 exceeded performance expectations, it's your 8 testimony that that denial was wrong, that that's 9 inaccurate, is that true?</p> <p>10 MR. LOOBY: Objection to the form.</p> <p>11 BY THE WITNESS:</p> <p>12 A. She -- Yeah -- I mean, she could not have 13 been meeting the expectation, okay, of her goals. 14 That doesn't mean that she wasn't doing -- you know, 15 she wasn't trying her best. Again, meeting your 16 goals, there's lots of things that have to work, you 17 know -- You have to have a tailwind as well. You 18 have to have a good market. You know, consumers need 19 to be spending money. Operations needs to run 20 correctly. So there's lots of things that go into 21 hitting your -- you know, your financial goals.</p> <p>22 BY MS. HENRY:</p> <p>23 Q. Was Cathy Henry meeting Chefs' 24 expectations for her performance?</p>	<p style="text-align: right;">Page 41</p> <p>1 Q. Well, let's go through it. 2 Have you seen this job description before?</p> <p>3 A. I -- I don't remember.</p> <p>4 Q. Do you know who prepared it?</p> <p>5 A. Human Resources.</p> <p>6 Q. You've -- You've asked whether or not it 7 has a date. And my examination does not include one. 8 But I would draw your attention to this paragraph 9 that -- where the cursor is -- or where the arrow is. 10 Take an opportunity -- take a chance to review what 11 I've highlighted there, please. All right.</p> <p>12 MR. LOOBY: So just for the -- Just for the 13 record, you're highlighting -- And tell me if I'm 14 incorrect -- the third paragraph that begins with 15 plans for a new location?</p> <p>16 MS. HENRY: Yep.</p> <p>17 MR. LOOBY: Okay. Thank you.</p> <p>18 MS. HENRY: And inadvertently highlighting 19 everything below it as well. But, you know, we'll 20 have to live with it -- my limited cursor skills.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. So having reviewed the highlighted 23 paragraph, Mr. Pappas, what do you conclude about 24 when this job description might have been prepared?</p>

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<p style="text-align: right;">Page 42</p> <p>1 A. It states Allen Brothers as part of it, 2 so -- I don't know. It might have been a time when 3 we purchased Allen Brothers. If I had to take a 4 guess, somewhere 2000 and -- you know, when we bought 5 Allen Brothers in 2017.</p> <p>6 Q. When did you buy Allen Brothers?</p> <p>7 A. I'm not sure.</p> <p>8 Q. Okay. In the sentence that I first 9 highlighted for you it talks about plans for new 10 location being completed within the next 6 to 10 11 months which would provide one consolidated Allen 12 Brother's facility adjacent to the newly built Chefs' 13 Warehouse.</p> <p>14 Is that accurate? Did you see that 15 paragraph?</p> <p>16 A. I -- I could see the paragraph, yes.</p> <p>17 Q. Okay. Does this -- Is this the job that 18 you hired Catherine Henry to do?</p> <p>19 A. That I'm not sure. I didn't -- I don't 20 recall that she was -- Unless they had the need to 21 bring her in to help manage Allen Brothers, which 22 usually you bring in somebody who comes from the 23 protein business and manufacturing business.</p> <p>24 Q. So is it your testimony that Cathy Henry</p>	<p style="text-align: right;">Page 44</p> <p>1 need. You know, again, it was a new business for us 2 in Chicago. It took quite a bit of time before we 3 turned them profitable. So, you know, regionally, 4 again, we do lots of things to get through what we 5 have to do through hard times. So I'm imagining that 6 they combined them for a period of time.</p> <p>7 Q. Would that be a challenging role for an 8 incoming Regional Vice President?</p> <p>9 A. Yes.</p> <p>10 MR. LOOBY: Objection to form.</p> <p>11 I'm sorry. Go ahead, Chris.</p> <p>12 BY THE WITNESS:</p> <p>13 A. All these jobs are challenging. This is 14 not an easy industry.</p> <p>15 BY MS. HENRY:</p> <p>16 Q. Are you aware whether or not Cathy Henry 17 ever had a different job description than this?</p> <p>18 A. I don't recall.</p> <p>19 Q. To whom have you delegated the 20 responsibility to prepare and maintain updated job 21 descriptions?</p> <p>22 A. Well --</p> <p>23 MR. LOOBY: Objection to form.</p> <p>24</p>
<p style="text-align: right;">Page 43</p> <p>1 was not -- this was not her job description?</p> <p>2 A. It could have been because of needs, but 3 it's typically not -- We typically don't combine 4 responsibilities of our operating broadliners and our 5 production facilities. It's usually a much different 6 skill-set.</p> <p>7 Q. You say you typically do not combine the 8 roles. Why would -- And you said that it's a 9 different skill-set. Can you help me understand what 10 that means?</p> <p>11 A. Running a -- Running a production -- I 12 mean, we bought Allen Brothers. Allen Brothers was 13 losing a lot of money and continued to lose many 14 for -- for many years. It just requires a lot of 15 different knowledge of understanding how to buy and 16 process and run a production facility. A lot 17 different than running a -- a broadline distribution 18 business that is really selling boxes and there is no 19 production involved. So in -- In food service these 20 facilities are -- are usually separated and they're 21 run by different types of management.</p> <p>22 Q. So are you surprised to see a job 23 description that combines those two roles?</p> <p>24 A. Yeah, I think it was just probably, again,</p>	<p style="text-align: right;">Page 45</p> <p>1 BY THE WITNESS:</p> <p>2 A. Yeah. Human Resource oversees it. But 3 every region -- You know, again, you know, we run 38, 4 I believe, operating companies, so it's a little 5 complex, and every region is constantly, I guess, 6 updating and adapting to the business environment.</p> <p>7 BY MS. HENRY:</p> <p>8 Q. So who -- Who would have been -- Whose 9 role would it have been to update and adapt to the 10 business environment that is described in this job 11 description?</p> <p>12 A. Probably Tyler Hawes or a senior executive 13 at the time who's overseeing the region.</p> <p>14 Q. Would HR have a role in updating and 15 adapting a job description?</p> <p>16 A. HR would definitely be working with the 17 senior executive.</p> <p>18 Q. Is it your expectation that Human 19 Resources has a practice of keeping job descriptions 20 up to date?</p> <p>21 MR. LOOBY: Objection to form.</p> <p>22 BY THE WITNESS:</p> <p>23 A. Human Resources is a support function to 24 the Executive Team. They don't run the day-to-day</p>

12 (Pages 42 - 45)

CONFIDENTIAL

<p style="text-align: right;">Page 46</p> <p>1 business. They're there as a checks and balance to 2 basically report to me that we have checks and 3 balances in the company.</p> <p>4 BY MS. HENRY:</p> <p>5 Q. So do you -- During the periods of time 6 when Cathy Henry reported to you, do you recall ever 7 asking to see her job description?</p> <p>8 A. No.</p> <p>9 Q. Have you expressed to your Executive Team 10 an expectation that ensure -- employees should have 11 accurate job descriptions?</p> <p>12 A. I mean, obviously we expect accurate job 13 descriptions. But, you know, anybody -- any person 14 who's run a business knows that it changes daily, 15 there's constant headwinds and, you know, people 16 leave, things happen unexpectedly, and everybody 17 chips in and adapts. I can't imagine we're changing 18 a job description on the fly every day. So I think 19 we do our best. But I'm sure it's not something 20 that's -- I think it's very fluid.</p> <p>21 Q. So how does Chefs' Warehouse expect an 22 employee to know what is expected of them in the 23 absence of an accurate job description?</p> <p>24 MR. LOOBY: Objection to form.</p>	<p style="text-align: right;">Page 48</p> <p>1 high expectation by the customers. It's -- It's same 2 day to next day delivery, and there's lots of moving 3 pieces. Fifty thousand items flow through the 4 systems, with many facilities, 40 countries, 2,000 5 suppliers. So it's very complicated. It's constant 6 communication for this to work.</p> <p>7 Q. So when Cathy Henry reported to you, did 8 you speak to her 10 to 12 times a day?</p> <p>9 A. I was interim. I was just trying to hold 10 the line until we reorganized. So I spoke to her as 11 much as possible, and I visited her as much as 12 possible.</p> <p>13 Q. Do you know whether or not Cathy Henry 14 spoke -- or whether Pat O'Callaghan spoke to Cathy 15 Henry 10 to 12 times a day?</p> <p>16 MR. LOOBY: Objection to form.</p> <p>17 BY THE WITNESS:</p> <p>18 A. Yes. I do not know the exact amount that 19 they spoke. But I imagine for them to have success, 20 they had to communicate.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. Do you -- Do you know whether or not Pat 23 O'Callaghan consistently communicated to Cathy Henry?</p> <p>24 A. I know that they did communicate. I</p>
<p style="text-align: right;">Page 47</p> <p>1 BY THE WITNESS:</p> <p>2 A. I think, again, a business, you know, it's 3 alive and breathing and it's adapting every day. You 4 know -- We look to hire qualified people. If we're 5 not doing a good job as employers, people, you know, 6 I imagine, would leave. So we do our best to make it 7 a great place -- a great place to work and -- I'm -- 8 You know, I'm a little surprised of where -- you 9 know, the questioning because I thought -- I mean, 10 Cathy Henry was not let go because of her 11 performance. So I'm -- Maybe I'm just not informed 12 of what this purpose was today of my deposition. I 13 could have maybe prepared more and went very granular 14 of her performance day by day, you know, with those 15 past years. But I wasn't under the impression that 16 this is what my deposition was for.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. Is it your expectation that an executive 19 to whom a Regional Vice President would report would 20 communicate with the Regional Vice President about 21 their expectations of their performance?</p> <p>22 A. My expectation is that there's a constant 23 communication. Most of our executives speak 10, 12 24 times a day. It's a -- It's a business that there's</p>	<p style="text-align: right;">Page 49</p> <p>1 attended meetings with both of them there, and 2 events, and I'm assuming, you know, that they spoke 3 as often as they needed to.</p> <p>4 MS. HENRY: Okay. Counsel, with your 5 indulgence, I would like to take a 10-minute break 6 and resume thereafter.</p> <p>7 MR. LOOBY: Yeah, that sounds good.</p> <p>8 MS. HENRY: Is that okay with everyone?</p> <p>9 THE WITNESS: Yes.</p> <p>10 MS. HENRY: Thank you.</p> <p>11 THE VIDEOGRAPHER: Okay. We're going off the 12 record. Time on the monitor is 9:56 a.m.</p> <p>13 (WHEREUPON, WE WERE OFF THE 14 RECORD.)</p> <p>15 THE VIDEOGRAPHER: We're back on the record.</p> <p>16 The time on the monitor is 10:15 a.m.</p> <p>17 MS. HENRY: Thank you.</p> <p>18 For the record, and first of all, please 19 accept my apology if I did not so represent at the 20 beginning of the deposition. My client, Catherine 21 Henry, is, in fact, accompanying.</p> <p>22 MR. LOOBY: Thank you.</p> <p>23 MS. HENRY: You're welcome.</p> <p>24 MR. LOOBY: And one other thing while we're on</p>

13 (Pages 46 - 49)

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<p style="text-align: right;">Page 50</p> <p>1 the record. Melissa, pursuant to our agreed 2 confidentiality order, Section 4, we're going to 3 designate this transcript as confidential pending 4 submission of an additional notice of designation 5 pursuant to the terms of the order.</p> <p>6 MS. HENRY: Understood.</p> <p>7 MR. LOOBY: Great. Thank you.</p> <p>8 BY MS. HENRY:</p> <p>9 Q. What kind of a team did you observe Cathy 10 Henry (inaudible) when she was managing Chefs' 11 Warehouse Chicago, Mr. Pappas?</p> <p>12 THE REPORTER: I'm sorry. You broke up there, 13 Ms. Henry, for me.</p> <p>14 MS. HENRY: Oh, thank -- I'll re -- Thank you. 15 Sorry, Madam Court Reporter</p> <p>16 BY MS. HENRY:</p> <p>17 Q. Ms. Pappas, what kind of a team did you 18 observe that Cathy Henry assembled when she managed 19 Chefs' Warehouse Chicago?</p> <p>20 A. What kind of a team? Well, she had 21 operations people. She had salespeople. We did at 22 least -- Well, we did at least one acquisition, I 23 remember. We moved into our -- our new building. 24 And she must have built a bigger team especially with</p>	<p style="text-align: right;">Page 52</p> <p>1 all to your race or your gender to your pay.</p> <p>2 Q. Do employees at Chefs' Warehouse, is their 3 salary reviewed annually?</p> <p>4 A. I think there's a discussion through 5 leadership and their teams. You know, compensation 6 is always something that's discussed.</p> <p>7 Q. Do Regional Vice Presidents at Chefs' 8 Warehouse receive periodic salary increases?</p> <p>9 A. It's usually a yearly review, you know, 10 whether there should be a merit increase on how the 11 company performed.</p> <p>12 Q. So an employee who worked at Chefs' 13 Warehouse for five years, should that employee have 14 expected more than one salary increase?</p> <p>15 A. Depending on their territory and the 16 territory's performance, I imagine it's reviewed and 17 there's either merit increases or there's not, 18 depending, I guess, on the performance of the region.</p> <p>19 Q. So you articulated a principal to equity 20 in salary, and you articulated your expectation that 21 Human Resources work hard to make sure that there's 22 pay equity.</p> <p>23 But do you know for a fact whether or not 24 Cathy Henry's compensation was comparable to other</p>
<p style="text-align: right;">Page 51</p> <p>1 the acquisition.</p> <p>2 Q. Did you make any observation about the 3 quality or -- or nature of the team? For example, 4 did you observe that her team was diverse?</p> <p>5 A. Did I observe -- I mean -- I know there 6 was a lot of new people when we did the acquisition, 7 so there was -- I'm really -- You know, I'm really 8 color blind. I look for talent. I look for people I 9 think that can move the company forward. So it's 10 not -- I know she had -- She had women in the office. 11 She had men in the office. Down in the operation 12 it's mainly men, down in the warehouse, and there's 13 drivers. So I think that's my observation.</p> <p>14 Q. Do you know how Cathy Henry's salary 15 compared to that of other Regional Vice Presidents at 16 Chefs' Warehouse?</p> <p>17 A. I'm sure it was in line and appropriate 18 for the role.</p> <p>19 Q. When you say you're sure, how do you know 20 that?</p> <p>21 A. Because I'm very proud of running a very 22 equitable company, and Human Resources works very 23 hard and is very responsible to make sure that people 24 are paid equitable and there's no discrimination at</p>	<p style="text-align: right;">Page 53</p> <p>1 Regional Vice Presidents?</p> <p>2 A. I know that --</p> <p>3 MR. LOOBY: Objection, form.</p> <p>4 BY THE WITNESS:</p> <p>5 A. I know that qualified people do not stay 6 if they're not being compensated appropriately. So 7 we have to remain -- We have to maintain a very 8 competitive pay environment, and we have many 9 employees and many leaders here for 25 and 30 years, 10 so I think that HR is doing a good job making sure 11 that our -- our executives and our Leadership Team 12 are well compensated.</p> <p>13 BY MS. HENRY:</p> <p>14 Q. Did you know for a fact whether or not 15 Cathy Henry's salary was in line with other Regional 16 Vice Presidents at Chef -- Chefs' Warehouse?</p> <p>17 A. No, I do not.</p> <p>18 MR. LOOBY: Objection to form. Asked and 19 answered.</p> <p>20 BY MS. HENRY:</p> <p>21 Q. Does Chefs' Warehouse have a policy or a 22 mechanism for handling, investigating or responding 23 to allegations of pay disparity or inequity?</p> <p>24 A. Yes.</p>

14 (Pages 50 - 53)

CONFIDENTIAL

Page 54	Page 56
<p>1 MR. LOOBY: Objection to form.</p> <p>2 Chris, you can answer.</p> <p>3 BY THE WITNESS:</p> <p>4 A. Yes. HR -- HR is constantly reviewing 5 every piece of, you know, what's involved in running 6 a first-class business of -- Basically we're in the 7 people business, so Human Resources is involved 8 with -- with making sure that we are, you know, 9 hitting above our weight and doing whatever we can to 10 make it a great place to work.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. So consistent with that practice of doing 13 whatever we can to make it a great place to work, are 14 Executive Vice Presidents expected to address or 15 report when an employee expresses concern about pay 16 disparity?</p> <p>17 MR. LOOBY: Objection to form.</p> <p>18 BY THE WITNESS:</p> <p>19 A. You know, again, I imagine that there is 20 dialogue amongst the Executive Teams and Human 21 Resources, and if it's something that cannot be 22 settled, it -- it -- it probably will hit my desk 23 eventually. So it's just not something that I can 24 recall, you know, ever -- ever being an issue at my</p>	<p>1 would you have expected him to forward that to Human 2 Resources?</p> <p>3 A. Yes.</p> <p>4 Q. Are Executive Vice Presidents expected to 5 ensure fairness company-wide?</p> <p>6 A. They're expected to show --</p> <p>7 MR. LOOBY: Objection to form.</p> <p>8 BY THE WITNESS:</p> <p>9 A. Everybody in the company is expected to 10 show fairness.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. Does Chefs' Warehouse have a policy or 13 mechanism for handling, investigating, responding to 14 allegations of inequity or lack of equal opportunity?</p> <p>15 A. Yes.</p> <p>16 MR. LOOBY: Objection to form.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. What is that policy or mechanism that 19 Chefs' Warehouse has for handling, investigating or 20 responding to allegations of inequity?</p> <p>21 MR. LOOBY: Objection to form again.</p> <p>22 BY THE WITNESS:</p> <p>23 A. It's a Human Resource issue, and Human 24 Resources takes care of it.</p>
Page 55	Page 57
<p>1 company.</p> <p>2 BY MS. HENRY:</p> <p>3 Q. Do you expect your Executive Vice 4 Presidents to ensure fairness among employees of the 5 company in compensation?</p> <p>6 A. Yes.</p> <p>7 Q. And if you learned that an Executive Vice 8 President had received a complaint about pay equity, 9 what would you expect that Vice President to have 10 done with that?</p> <p>11 A. I would expect --</p> <p>12 MR. LOOBY: Objection to form.</p> <p>13 BY THE WITNESS:</p> <p>14 A. I would expect him to go to Human 15 Resources and to explain why someone is paid X and 16 someone is paid Y, and if it's something that's an 17 issue, it would come to my desk.</p> <p>18 BY MS. HENRY:</p> <p>19 Q. Do you know whether or not Pat O'Callaghan 20 ever reported to Human Resources that Cathy Henry had 21 raised a concern about pay equity?</p> <p>22 A. No.</p> <p>23 Q. If you learned that Pat -- Cathy Henry had 24 made a complaint about pay equity to Pat O'Callaghan,</p>	<p>1 BY MS. HENRY:</p> <p>2 Q. Do you receive periodic reports from Human 3 Resources about allegations of inequity or lack of 4 equal opportunity at Chefs' Warehouse?</p> <p>5 A. I meet with Human Resources. Human 6 Resources reports directly to me. So I am in the 7 loop if there's an issue.</p> <p>8 Q. Did Human Resources ever tell you that 9 Cathy Henry had expressed concern about inequity and 10 lack of equal opportunity at Chefs' Warehouse?</p> <p>11 A. Not that I recall, no.</p> <p>12 Q. Does Chef Warehouse have -- Chefs' 13 Warehouse have an equal opportunity policy?</p> <p>14 A. We have many policies, you know, in -- in 15 line with every public company in America, and our 16 General Counsel works very hard to make sure our 17 policies are -- are best in class.</p> <p>18 Q. Who's responsible for administering the 19 Human Resource -- the -- I'm sorry -- the equal 20 opportunity policy?</p> <p>21 A. I imagine it's a combination of General 22 Counsel and Human Resources.</p> <p>23 Q. Do you have a role in ensuring that the 24 policy is adhered to and -- and that someone is</p>

15 (Pages 54 - 57)

CONFIDENTIAL

<p>1 administering it?</p> <p>2 A. I have --</p> <p>3 MR. LOOBY: Objection to form.</p> <p>4 BY THE WITNESS:</p> <p>5 A. Yeah, as -- As CEO, I mean, I'm 6 responsible at the end of the day for everything, and 7 everyone knows what I expect, that we run a -- a 8 completely color blind and -- and gender -- 9 There's -- There's absolutely no tolerance for racism 10 or any sort of holding people down because of gender, 11 race or anything, you know, of substance like that.</p> <p>12 BY MS. HENRY:</p> <p>13 Q. Have you or your Leadership Team received 14 any training on complying with Chefs' Warehouse equal 15 opportunity policy?</p> <p>16 A. There's constant training. There's always 17 room for improvement. But it -- it's something that 18 we do spend a -- a large amount of money constantly 19 trying to improve, and we're very proud of that.</p> <p>20 Q. Do you have any expectations of your 21 Executive Vice President about diversity, equity and 22 inclusion?</p> <p>23 A. Yeah, we expect him --</p> <p>24 MR. LOOBY: Objection to form.</p>	<p>Page 58</p> <p>1 is -- Two of his top -- Two of the top people that 2 run the West Coast were either female or of some 3 minority. And we are very proud of that. And I was 4 very proud about my Chief Operations Officer being a 5 woman. And we continue to encourage hiring the best 6 possible people and trying to be as diverse as 7 possible.</p> <p>8 Q. So do you have an annual or a periodic 9 assessment of your progress on those fronts?</p> <p>10 A. We're --</p> <p>11 MR. LOOBY: Objection to form. Asked and 12 answered.</p> <p>13 Chris, just -- if you could try and wait 14 for me to make my objections, it would be cleaner for 15 the court reporter.</p> <p>16 THE WITNESS: Thank you.</p> <p>17 MR. LOOBY: Go ahead.</p> <p>18 THE WITNESS: Um-hum.</p> <p>19 MS. HENRY: So now that you've objected, 20 Counsel, can the -- I mean, the witness can answer 21 the question.</p> <p>22 MR. LOOBY: Yes, please.</p> <p>23 BY THE WITNESS:</p> <p>24 A. Yeah. There's -- There's many, many</p>
<p>1 BY THE WITNESS:</p> <p>2 A. We expect him, like every company, to 3 again be color blind, gender blind, and hire the best 4 possible people. And as the -- the father of three 5 daughters, you know, I'm extremely pro trying to, you 6 know, hire as diverse workforce as possible and 7 always have been since I started the business.</p> <p>8 BY MS. HENRY:</p> <p>9 Q. Do you evaluate efforts to have Chefs' 10 Warehouse reflect your commitments to color blind and 11 gender blind employment practices?</p> <p>12 A. We encourage it.</p> <p>13 Q. Do you do annual assessments to evaluate 14 your company's progress on its commitments to gender 15 blind and race blind hiring practices?</p> <p>16 A. It's a lot more complicated than that 17 since we run so many different warehouses and night 18 shifts and sales forces. But I could say, though, 19 extremely proud. You know, for many years we were -- 20 I know when I was more on the day to day before the 21 company got too big that we had the largest sales 22 force of -- of women, I believe, for our dollar size 23 in the -- in the country. And the West Coast is run 24 by -- The senior leader is a Asian minority and</p>	<p>Page 59</p> <p>1 policies and, I would say, forums that Management 2 Teams run. I really expect and hold my executives 3 responsible to follow the vision -- follow my vision 4 of running a diverse and equitable company. So is it 5 something that they meet upon every day? I think 6 that would be over expectation. They are extremely 7 busy trying to run the business, especially today 8 with such labor shortages, but they do understand the 9 vision and the ethos of the company of who we are, 10 and we're very proud of who we are, running an 11 equitable company, and we're always trying to do 12 better.</p> <p>13 BY MS. HENRY:</p> <p>14 Q. Do you evaluate your direct reports on 15 progress that they make, the commitment to a gender 16 blind and race blind workplace?</p> <p>17 A. I would think that's an overreach. But we 18 do evaluate if we have the right leaders who are 19 following the vision of the company to run a very 20 diverse and equitable company.</p> <p>21 Q. You talked about accomplishments of the 22 company with respect to leadership in your West Coast 23 facilities.</p> <p>24 How about in the Midwest, what kind of</p>

16 (Pages 58 - 61)

CONFIDENTIAL

<p style="text-align: right;">Page 62</p> <p>1 diversity initiatives or accomplishments can you talk 2 about in the Midwest?</p> <p>3 A. I think the Midwest, you know, it's still 4 a new territory for Chefs' Warehouse. It's been a 5 growing business with multiple acquisitions. And I 6 expect the same, you know, of the leadership there, 7 to do their best to try to hire the best possible 8 people, and -- Again, there is -- There is no 9 tolerance for racism at our company. So whether we 10 talk about it every minute, every hour, every day, 11 there's just, you know -- There is no tolerance. 12 Someone -- Someone who's a racist or is making 13 decisions based on gender would be fired.</p> <p>14 Q. Are you aware that Cathy Henry raised 15 concerns about the diversity of leadership in the 16 Ohio sales force?</p> <p>17 MR. LOOBY: Objection to form.</p> <p>18 BY THE WITNESS:</p> <p>19 A. No, I'm not aware.</p> <p>20 BY MS. HENRY:</p> <p>21 Q. Did Pat O'Callaghan ever tell you that 22 Cathy Henry raised concern about the lack of female 23 representation after a sales meeting in Ohio in March 24 of 2018?</p>	<p style="text-align: right;">Page 64</p> <p>1 Q. What else do you recall about that 2 meeting?</p> <p>3 A. I recall it was a great meeting. There 4 was many salespeople from all over Ohio. I was very 5 impressed with the team and the talent in the room. 6 And I was very proud that they worked for me.</p> <p>7 Q. Were there any sales leaders in attendance 8 at that conference, that you recall?</p> <p>9 A. I don't recall. But I imagine there were 10 some.</p> <p>11 Q. Do you imagine that any of them were 12 women?</p> <p>13 A. I imagine that they -- there were women 14 that were leaders in that sales force, yes.</p> <p>15 Q. Do you have any recollection of any 16 specific women who were leaders in the sales force in 17 Ohio?</p> <p>18 A. No. But I know that it's an industry 19 that, you know, we're pushing for more women to enter 20 in. When I started the company there was almost no 21 women in the companies that I was competing with. So 22 I think that Chefs' has done a great job of really 23 trying to bring more women into the industry and try 24 to advance them into leadership positions.</p>
<p style="text-align: right;">Page 63</p> <p>1 A. Not that I recall. But since she was in 2 charge of hiring, I -- I can't imagine that, you 3 know, that would be Pat O'Callaghan's issue if Cathy 4 Henry was doing the hiring.</p> <p>5 Q. Did Cathy Henry do the hiring for the Ohio 6 sales force?</p> <p>7 A. Oh, Ohio sales force? No.</p> <p>8 Q. Who did do the hiring for the Ohio sales 9 force?</p> <p>10 A. I guess the leadership that runs -- We 11 have multiple businesses there. But I could say that 12 the last time I attended sales conference pre-Covid, 13 I saw -- I saw many females as part of that sales 14 force, if that means anything.</p> <p>15 Q. When was that?</p> <p>16 A. Pre-Covid.</p> <p>17 Q. Can you be more specific?</p> <p>18 A. No.</p> <p>19 Q. Do you recall where that sales meet was?</p> <p>20 A. In Ohio.</p> <p>21 Q. Was Cathy Henry at the meeting?</p> <p>22 A. I don't recall.</p> <p>23 Q. Was Pat O'Callaghan at the meeting?</p> <p>24 A. I don't recall.</p>	<p style="text-align: right;">Page 65</p> <p>1 Q. So getting back to that sales meeting that 2 was before Covid.</p> <p>3 You don't recall when it was, and you 4 don't recall whether Cathy Henry was there or Pat 5 O'Callaghan was there; is that correct?</p> <p>6 A. No, I recall that it was held at a hotel 7 conference room, and I flew in to give a speech and 8 shake hands and be part of it. I thought it was a 9 great event. But that's what I recall.</p> <p>10 Q. You talked about comparing Chefs' 11 Warehouse to other public food service companies. 12 And how do you know how -- how Chefs' 13 Warehouse compares to other publicly-held food 14 service companies?</p> <p>15 A. As soon as I started --</p> <p>16 MR. LOOBY: Objection to form.</p> <p>17 You can answer.</p> <p>18 THE WITNESS: Okay.</p> <p>19 BY THE WITNESS:</p> <p>20 A. Since I started the business, I was on the 21 ground floor of growing the company and competing 22 with all my competitors, and rarely did I ever run 23 into, you know, female salespeople or female sales 24 leaders. So I was -- I was always commended that I</p>

CONFIDENTIAL

Page 66	Page 68
<p>1 kind of broke the barrier here in New York where the 2 company started. And to this day, you know, we have 3 two female board members. I think, in proportion, 4 probably a higher ratio than all the other public 5 food companies in the country. So it's just 6 something that I was always proud of, just the same 7 way I was proud that Cathy Henry was one of our 8 female leaders when she was at Chefs' Warehouse. 9 BY MS. HENRY: 10 Q. Who are your current female leaders at 11 Chefs' Warehouse? 12 MR. LOOBY: Objection to form. 13 Melissa, just to be specific. Do you mean 14 the entire company or do you mean a particular 15 subsidiary? 16 MS. HENRY: I mean, the Defendants who have been 17 named in this lawsuit. 18 MR. LOOBY: Okay. So Chefs' Warehouse Midwest 19 and Allen Brothers. 20 MS. HENRY: Fair enough. 21 BY MS. HENRY: 22 Q. Who are your current female leaders at 23 Chefs' Warehouse Midwest and Allen Brothers? 24 A. Well, from the top one of the four people</p>	<p>1 A. I would say at least five years. 2 Q. What is her title? 3 A. That I'm not sure of. 4 Q. How about Nikki Thomas, how long has she 5 been with Chefs' Warehouse West Coast? 6 A. I would say at least ten years. 7 Q. What's her title? 8 A. I'm not sure. 9 Q. Pat Lecouras, how long has she been with 10 Chefs' Warehouse? 11 A. About 14 years. 12 Q. And what's her title? 13 A. Head of Human Resources. 14 Q. Is that a Vice President level position? 15 A. Much higher. She's one of the top four 16 executives in the company. 17 Q. Okay. Thank you. 18 So do you -- Did you ever learn that Cathy 19 Henry asked Pat Lecouras to re-calculate salaries and 20 correctly compensate Chefs' Warehouse salespeople? 21 A. I don't understand that question. 22 Q. Did you ever learn that Pat Lecouras was 23 asked to re-calculate salaries and correctly 24 compensate Chefs' Warehouse salespeople?</p>
Page 67	Page 69
<p>1 in the C-Suite is Pat Lecouras. Nikki Thomas on the 2 West Coast I know is in the top three of the West 3 Coast Leadership Team. I know that Andrea Parkins -- 4 Q. Is Nikki Thomas part -- I'm sorry, sir. 5 Is Nikki Thomas part of Chefs' Warehouse Midwest -- 6 A. Yes. 7 Q. -- or Allen Brothers? 8 A. She's part of the West -- Chefs' Warehouse 9 West Coast. 10 Q. Is Chefs' Warehouse West Coast part of 11 Chefs' Warehouse Midwest? 12 A. No. There's -- Well, you could call 13 them -- You know, by -- We could separate them by 14 geography. But it's all one big Chefs' Warehouse. 15 Q. Okay. We got Nikki Thomas. We got Pat 16 Lecouras. Who else? 17 A. We have Andrea Parkins that I know works 18 in New York. She's part of the -- I would say the 19 top three positions that runs our largest company in 20 the company. 21 Q. How long has Andrea Parkins been with 22 Chefs'? 23 A. How long has she been here? 24 Q. Yes.</p>	<p>1 A. I still don't understand. I mean, she's 2 constantly working on compensation with leadership. 3 We just -- I mean, we just recently re-did our whole 4 commission structure this week. So it's -- It's 5 something that's fluid and it's constantly being 6 evaluated and modified. 7 Q. Okay. Are you aware that there was an 8 incident when Chefs' Warehouse salespeople's salary 9 did not include Allen Brothers sale? 10 A. I don't recall. 11 Q. Did Pallaghan -- Pat O'Callaghan ever tell 12 you that he had to intervene to correct an error in 13 calculating salespeople's annual compensation? 14 A. (Inaudible) 15 THE REPORTER: I'm sorry. I didn't hear the 16 answer. 17 BY THE WITNESS: 18 A. I don't recall. 19 BY MS. HENRY: 20 Q. Who is Pat O'Callaghan? 21 A. Who is he? 22 Q. Yes. 23 A. He's an employee of the Chefs' Warehouse. 24 Q. What's his title?</p>

18 (Pages 66 - 69)

CONFIDENTIAL

<p style="text-align: right;">Page 70</p> <p>1 A. I believe Executive Vice President of the 2 Northeast.</p> <p>3 Q. Do you know for roughly how long he's held 4 that title?</p> <p>5 A. No.</p> <p>6 Q. Did you hire Pat O'Callaghan to be the 7 Executive Vice President Northeast for Chefs' 8 Warehouse?</p> <p>9 A. I bought Pat O'Callaghan's company. I 10 don't know how many years ago. And he's held a few 11 titles since we purchased his company.</p> <p>12 Q. How long has he been in the role of 13 Executive Vice President Northeast Chefs' Warehouse?</p> <p>14 A. I don't recall.</p> <p>15 Q. Did you know Pat O'Callaghan before you 16 acquired his company?</p> <p>17 A. No, I did not know him before we bought 18 his company.</p> <p>19 Q. How often do you talk to Pat O'Callaghan?</p> <p>20 A. Sometimes once a week. Sometimes twice a 21 day, depending on what's -- what's happening in the 22 business.</p> <p>23 Q. In an ordinary week, how often would you 24 expect to talk to Pat O'Callaghan?</p>	<p style="text-align: right;">Page 72</p> <p>1 CEO, obviously, I'm responsible for it.</p> <p>2 Q. Did you review any of the employment 3 practices at -- Did you review any of the employment 4 practices at Queensgate before you made the decision 5 to acquire it?</p> <p>6 THE REPORTER: I'm sorry, you broke up, Ms. --</p> <p>7 You broke up</p> <p>8 MS. HENRY: I'm sorry. Sorry, Madam Court 9 Reporter.</p> <p>10 BY MS. HENRY:</p> <p>11 Q. Did you review any of the employment 12 practices at Queensgate before you made the decision 13 to hire it?</p> <p>14 MR. LOOBY: I'm going to object to the form.</p> <p>15 And I'll let the witness answer this question. But I 16 hope we don't go down this road too much further 17 given the Court's instruction yesterday, so ...</p> <p>18 Chris, you can answer the question.</p> <p>19 THE WITNESS: Thank you.</p> <p>20 MS. HENRY: The question is did he review.</p> <p>21 THE WITNESS: Yeah.</p> <p>22 BY THE WITNESS:</p> <p>23 A. So every acquisition goes through a 24 process. There's a Mergers and Acquisitions team</p>
<p style="text-align: right;">Page 71</p> <p>1 A. Since he's one of my five, six direct 2 reports, I would imagine -- I would like to speak to 3 him once a day but it doesn't always happen.</p> <p>4 Q. Did you ever talk to Pat O'Callaghan about 5 his supervision of Cathy Henry?</p> <p>6 A. When Cathy Henry was with us, it must have 7 been part of our review processes.</p> <p>8 Q. Do you have any specific recollections of 9 talking to Pat O'Callaghan about his supervision of 10 Cathy Henry?</p> <p>11 A. The recollection I have was discussing -- 12 You know, we talked numbers, so we were always 13 talking numbers, and what issues and growth. I mean, 14 again, it's -- Out of \$2 billion, that business was 15 about 50 million. So it's a very small part of the 16 overall Chefs' Warehouse. So, you know, you divide 17 and conquer.</p> <p>18 Q. What was the company that you acquired 19 that -- that Pat O'Callaghan came to Chefs' Warehouse 20 with?</p> <p>21 A. It was called Queensgate.</p> <p>22 Q. Did you make the decision to acquire 23 Queensgate?</p> <p>24 A. It's part of a Board decision. But as</p>	<p style="text-align: right;">Page 73</p> <p>1 that does the diligence. And, obviously, Human 2 Resources and the other executives are involved in 3 it. You know, I'm not involved on the granular 4 level. It was -- Again, it was not a very large 5 business. So I was not involved in the minute 6 granular day-to-day decisions. But I did meet Pat 7 O'Callaghan. It did pass the test. I would say 9 8 out of 10 companies we look at we do not by. So it 9 met a lot of criteria, and we purchased it.</p> <p>10 BY MS. HENRY:</p> <p>11 Q. Was one of the reviews that the Mergers 12 and Acquisitions team would undertake include -- 13 would one of the review include a review of diversity 14 in hiring at Queensgate?</p> <p>15 A. It -- It was many years ago -- It was many 16 years ago. But it was -- The team was always looking 17 for red flags, something that would say this is not a 18 company that we would not want to buy, and we bought 19 the company, so I imagine there was no red flags.</p> <p>20 Q. Are you aware of the Leadership Team of 21 Queensgate that came with Pat O'Callaghan to Chefs' 22 Warehouse?</p> <p>23 A. It was a very, very small company.</p> <p>24 Q. About how many people came to Chefs'</p>

19 (Pages 70 - 73)

CONFIDENTIAL

Page 74	Page 76
<p>1 Warehouse from Queensgate, if you know?</p> <p>2 A. I imagine about 40, 50.</p> <p>3 Q. Do you know whether there were any women</p> <p>4 leadership in Queensgate when Chefs' Warehouse</p> <p>5 acquired it?</p> <p>6 A. I would not know that.</p> <p>7 Q. Does Pat O'Callaghan work with any of the</p> <p>8 women in Chefs' Warehouse leadership that you have</p> <p>9 identified to me?</p> <p>10 A. Yes.</p> <p>11 Q. Which of the women does Pat O'Callaghan</p> <p>12 work with?</p> <p>13 A. Well, he's responsible for an extremely</p> <p>14 large region and many operating companies. So he</p> <p>15 works with everybody, and he -- part of the round</p> <p>16 table here. So he's reporting in to Human Resources</p> <p>17 which would be Pat Lecouras.</p> <p>18 Q. Anyone else?</p> <p>19 A. I don't recall. When Ellie Thomas was</p> <p>20 here, Ellie Thomas -- he reported in to Ellie Thomas.</p> <p>21 Q. How long did Pat O'Callaghan report to</p> <p>22 Ellie Thomas?</p> <p>23 A. For her complete tenure as Director of</p> <p>24 Operations.</p>	<p>1 was responsible for making sure he had the support</p> <p>2 and the teams and had decision making to tell him</p> <p>3 that he needed to make changes.</p> <p>4 Q. Do you know whether or not Ellie Thomas</p> <p>5 ever told Pat to make changes?</p> <p>6 A. I assume she told him to make changes</p> <p>7 constantly.</p> <p>8 Q. What is the assumption based on?</p> <p>9 A. We have high turnover. It's a--</p> <p>10 Unfortunately it's a -- It's a business that's a very</p> <p>11 hard job in many of the operations, and -- especially</p> <p>12 in the warehouse and drivers. If you read the papers</p> <p>13 today, you understand what the industry is -- The</p> <p>14 industry was always going through a very hard time to</p> <p>15 attract people and it's gotten worse.</p> <p>16 Q. So do you believe that Ellie Thomas gave</p> <p>17 Pat O'Callaghan direction with respect to employee</p> <p>18 retention?</p> <p>19 A. She gave him --</p> <p>20 MR. LOOBY: Objection as to form.</p> <p>21 BY THE WITNESS:</p> <p>22 A. I am sure she gave him direction, and was</p> <p>23 part of a process of hiring operational leadership.</p> <p>24</p>
Page 75	Page 77
<p>1 Q. How long was that?</p> <p>2 A. I will say many years.</p> <p>3 Q. Do you know when Ellie Thomas left?</p> <p>4 A. I believe it was -- She retired to</p> <p>5 Charleston, I think, a few months before the</p> <p>6 pandemic.</p> <p>7 Q. So are -- Is it your testimony that Ellie</p> <p>8 Thomas had direct supervisory responsibility for Pat</p> <p>9 O'Callaghan until a few months prior to the pandemic?</p> <p>10 A. She was responsible.</p> <p>11 MR. LOOBY: Objection to from.</p> <p>12 BY THE WITNESS:</p> <p>13 A. She was responsible -- All the operation</p> <p>14 leaders had a direct reporting line to Ellie Thomas.</p> <p>15 BY MS. HENRY:</p> <p>16 Q. Is Pat O'Callaghan an operational leader?</p> <p>17 A. He's a general leader.</p> <p>18 Q. So did Pat O'Callaghan report to Ellie</p> <p>19 Thomas?</p> <p>20 A. She was responsible for operations in all</p> <p>21 his regions. So, again, it's kind of a bifurcated</p> <p>22 org chart where there's direct lines, dotted lines</p> <p>23 and full lines. So anything that happened in his</p> <p>24 territories, he was responsible for the P&L, but she</p>	<p>1 BY MS. HENRY:</p> <p>2 Q. Are you aware that Cathy Henry raised</p> <p>3 concerns about individuals who are lower in the</p> <p>4 Chefs' Warehouse organization who received the same</p> <p>5 salary as her?</p> <p>6 MR. LOOBY: Objection to form.</p> <p>7 BY THE WITNESS:</p> <p>8 A. I don't recall.</p> <p>9 BY MS. HENRY:</p> <p>10 Q. Are you aware that Cathy Henry told Pat</p> <p>11 O'Callaghan that the meat specialist from Michael's</p> <p>12 Meats in Ohio made the same salary as she did?</p> <p>13 A. I don't recall.</p> <p>14 Q. Do you recall whether Pat O'Callaghan told</p> <p>15 you that Cathy Henry had raised concerns about the</p> <p>16 meat specialist in Ohio making the same salary as</p> <p>17 her?</p> <p>18 A. No.</p> <p>19 Q. No, he did not raise concerns or, no, you</p> <p>20 don't recall that he raised -- that he told you she</p> <p>21 raised concerns?</p> <p>22 A. I don't recall. I don't recall any</p> <p>23 complaints.</p> <p>24 Q. Do you recall -- Are you aware of Mike</p>

20 (Pages 74 - 77)

CONFIDENTIAL

Page 78	Page 80
<p>1 Moore?</p> <p>2 A. I know the name. I know -- I don't know</p> <p>3 if he's still an employee. But, again, thousands of</p> <p>4 employees. I wish I was that smart to recall every</p> <p>5 person that works in the company.</p> <p>6 Q. Do you know what his title was?</p> <p>7 A. No.</p> <p>8 Q. Are you -- Who is Mike Behan?</p> <p>9 A. I think he was a Regional Manager in Ohio.</p> <p>10 Q. Is he still with Chefs' Warehouse?</p> <p>11 A. I believe so.</p> <p>12 Q. Do you know what his title is now?</p> <p>13 A. No.</p> <p>14 Q. Did Pat O'Callaghan ever tell you that</p> <p>15 Mike -- that Cathy Henry raised a concern to him</p> <p>16 about Mike Behan's salary being practically the same</p> <p>17 as hers?</p> <p>18 A. No.</p> <p>19 Q. Where does Mike Behan work?</p> <p>20 A. I believe he works in Illinois.</p> <p>21 Q. Do you know whether or not he works with</p> <p>22 Pat O'Callaghan?</p> <p>23 A. If he works in Illinois, he's under Pat</p> <p>24 O'Callaghan's region.</p>	<p>1 say over a hundred.</p> <p>2 Q. Do you recall -- Did you participate in</p> <p>3 making the decision to acquire Michael's Meats?</p> <p>4 A. Yes, I did.</p> <p>5 Q. And was part of the decision to acquire</p> <p>6 Michael's Meats, did it involve an analysis or a</p> <p>7 review of their --</p> <p>8 THE REPORTER: I'm sorry. You just broke up</p> <p>9 again. Did it involve what?</p> <p>10 BY MS. HENRY:</p> <p>11 Q. An analysis or a review of Michael's Meats</p> <p>12 Human Resource practices?</p> <p>13 MR. LOOBY: Yeah, I'm going to object to the</p> <p>14 form. And, again, this goes to what I said before, I</p> <p>15 don't see how this line of questioning is relevant.</p> <p>16 So I would hope you could wrap it up pretty quickly.</p> <p>17 You can answer.</p> <p>18 THE WITNESS: Yeah.</p> <p>19 BY THE WITNESS:</p> <p>20 A. They went through a -- I mean, again, our</p> <p>21 practice keeps evolving. Every year we try to</p> <p>22 improve it. But, you know, it might have been even</p> <p>23 ten years ago. So I recall that the team went</p> <p>24 through its diligence, and we had advisors, and</p>
Page 79	Page 81
<p>1 Q. I asked you if you know what his title is.</p> <p>2 Do you know what his -- You don't know</p> <p>3 what his title is, is that accurate?</p> <p>4 A. I do not know his title.</p> <p>5 Q. Okay. Do you know how long Mike Behan has</p> <p>6 worked in Chicago?</p> <p>7 A. No.</p> <p>8 Q. Do you know where he worked before</p> <p>9 Chicago?</p> <p>10 A. I know he worked in Ohio.</p> <p>11 Q. And how do you know that?</p> <p>12 A. Because when we bought Michael's, which is</p> <p>13 based in Columbus, Ohio, I believe he was part of</p> <p>14 that team.</p> <p>15 Q. When did you buy Michael's?</p> <p>16 A. Over seven years ago.</p> <p>17 Q. Do you know if you bought Michael's before</p> <p>18 or after Cathy Henry became an employee of Chefs'</p> <p>19 Warehouse?</p> <p>20 A. We bought Michael's before.</p> <p>21 Q. And how -- Do you know about how many</p> <p>22 employees of Michael's came to Chefs' Warehouse when</p> <p>23 you acquired it?</p> <p>24 A. No. But if I had to take a guess, I would</p>	<p>1 outside advisors that went in to -- to deep diligence</p> <p>2 because it was the first protein company that we</p> <p>3 bought so we did not have a lot of expertise in that</p> <p>4 business, and went under a lot of scrutiny. It was a</p> <p>5 private equity that owned it. So it was the first</p> <p>6 time we bought a company from a -- a financial</p> <p>7 company. And I knew we did our due diligence, and we</p> <p>8 liked the Leadership Team of the family that owned</p> <p>9 it, which is Jon Bloch, really, was the President,</p> <p>10 and we decided to buy it.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. Did Chefs' Warehouse analyze the salaries</p> <p>13 of incoming Leadership Teams or Management Teams when</p> <p>14 it acquires a company to ensure alignment between</p> <p>15 Chefs' Warehouse and the acquired company?</p> <p>16 A. Yes. Human Resources is part of the</p> <p>17 analysis of a buying a company, so they do dig into</p> <p>18 the records of a company.</p> <p>19 Q. Are you aware that middle management men</p> <p>20 from Michael's Meats made the same salary as Cathy</p> <p>21 Henry?</p> <p>22 A. No, I do not know that.</p> <p>23 Q. Did Pat O'Callaghan ever tell you that</p> <p>24 Cathy Henry raised the concern that middle management</p>

CONFIDENTIAL

<p style="text-align: right;">Page 82</p> <p>1 men from Michael's Meats made the same amount of 2 money as she did?</p> <p>3 A. I -- I do not recall such a conversation.</p> <p>4 Q. Would that be the type of conversation 5 that you would expect Pat O'Callaghan to have with 6 you?</p> <p>7 A. I depend on Pat O'Callaghan to oversee a 8 billion dollars of sales and make the right decisions 9 on a day to day basis, or else I could never run the 10 company having conversations about every -- 11 everything that goes on day to day at Chefs'.</p> <p>12 Q. So you don't have an expectation that if a 13 Regional Vice President raises a concern about pay 14 equity to Pat O'Callaghan that he would let you know 15 that that concern had been raised?</p> <p>16 A. I have the expect --</p> <p>17 MR. LOOBY: Objection to form.</p> <p>18 BY THE WITNESS:</p> <p>19 A. Yes. I have the expectation that he is 20 going to do equitable -- I think Pat O'Callaghan is a 21 very respectful human being of high integrity, and 22 he's going to do his best to make sure that we run a 23 very equitable company. A lot of times when we buy 24 companies we inherit a lot of things that are not in</p>	<p style="text-align: right;">Page 84</p> <p>1 start to visit all our operating companies and be 2 much more -- have much more information, really, on 3 rank and file. But right now, again, the way we run 4 the company, my direct -- I have too many direct 5 reports as it is, and I depend on leadership to run 6 the day to day.</p> <p>7 Q. So you said that you know that he took a 8 new position a while back.</p> <p>9 What was the new position that you know 10 that he took?</p> <p>11 A. I don't know the title. He reports, I 12 imagine, into the region, and that region reports up 13 to the leader of the Northeast.</p> <p>14 Q. And who's the leader of the region?</p> <p>15 A. I imagine it rolls up all under Pat 16 O'Callaghan. There may be somebody in between them, 17 underneath them, but it's not a direct report to me, 18 so I wouldn't know exactly if that -- if that is 19 happening.</p> <p>20 Q. Do you know when he took -- You said he 21 took a new position a while back.</p> <p>22 What else do you know about that?</p> <p>23 A. I know that there's constantly changes 24 happening as we acquire companies, and it's something</p>
<p style="text-align: right;">Page 83</p> <p>1 our practices, and it does take time to right size 2 them or figure them out. Most companies that we do 3 buy there's tremendous change in management. It's 4 usually why companies are sold. And while we're 5 changing management, we bring them more into our 6 vision and into our -- into what we expect and how we 7 expect our leadership to run the business.</p> <p>8 BY MS. HENRY:</p> <p>9 Q. What role does Mike Behan play in Chefs' 10 Warehouse today?</p> <p>11 A. I do not know his title. I am not that 12 close to it.</p> <p>13 Q. If you don't know his title, what do you 14 think he does?</p> <p>15 MR. LOOBY: Objection to form.</p> <p>16 BY THE WITNESS:</p> <p>17 A. Yeah. I know he was in sales.</p> <p>18 BY MS. HENRY:</p> <p>19 Q. Is he a rank and file salesperson?</p> <p>20 A. I believe not, no. I know that he was in 21 sales, and he took a new position a while back, you 22 know. Since Covid hit, I have not had a chance 23 really to visit many of our companies. So now that 24 I'm getting back on the road, I'll have a chance to</p>	<p style="text-align: right;">Page 85</p> <p>1 that happens, you know, all the time at Chefs'.</p> <p>2 Q. So as part of the constant nature of 3 change, you know that Mike Behan's job changed.</p> <p>4 What else do you know about that?</p> <p>5 MR. LOOBY: Objection to form.</p> <p>6 BY THE WITNESS:</p> <p>7 A. Again, he's -- He's not a direct report.</p> <p>8 He is not a executive in my circles, so I don't keep 9 tabs.</p> <p>10 BY MS. HENRY:</p> <p>11 Q. Whose circle is he in?</p> <p>12 A. He's got to be in the circle of the 13 territory that he works in, and there's layers of 14 executives above that manage territories.</p> <p>15 Q. Whose in charge of Chefs' Chicago?</p> <p>16 A. So the way the company is broken up, it's 17 got operational leaders and it's got sales leaders, 18 and it's kind of complicated and it's bifurcated. So 19 I don't know if you want me to spend an hour to try 20 to explain all the layers of how they operate between 21 protein companies and now we have seafood companies 22 and it's very intermixed.</p> <p>23 Q. Who's in charge of sales in Chicago?</p> <p>24 A. I would have to ask Pat O'Callaghan.</p>

22 (Pages 82 - 85)

CONFIDENTIAL

Page 86	Page 88
<p>1 Q. You don't know who's in charge of sales in 2 Chicago?</p> <p>3 A. I do not -- I do not micromanage.</p> <p>4 Q. No, I didn't ask if you micromanage.</p> <p>5 Do you know who's in charge of sales in 6 Chicago?</p> <p>7 A. No.</p> <p>8 Q. Who's in charge of operations in Chicago?</p> <p>9 A. I can't remember his name.</p> <p>10 Q. Is there anything that might refresh your 11 recollection as to his name?</p> <p>12 A. It's just not something that -- it's not 13 my job.</p> <p>14 Q. Whose job is it?</p> <p>15 A. My management.</p> <p>16 Q. And who's the manager in charge of 17 Chicago?</p> <p>18 A. Again, it's a bifurcated structure that 19 reports up into a Regional Manager that would report 20 up in to the Manager of the Northeast. Right now we 21 have a -- We still have an opening in Operations, so 22 I think people are sharing responsibilities.</p> <p>23 Q. Who replaced Cathy Henry?</p> <p>24 A. I don't believe she was replaced.</p>	<p>1 everything every day for the whole company 2 unfortunately. So it's not something that is on my 3 radar as something that would be outstanding. We 4 just recently bought two companies coming out of 5 Covid, and there's no shortage of 20-hour days right 6 now for us.</p> <p>7 Q. Have you talked to Pat O'Callaghan about 8 the impact of Cathy Henry's departure from Chefs' 9 Warehouse Chicago?</p> <p>10 A. We spoke about it, and Ms. Henry was -- 11 was let go. But it's not a topic in any recent 12 conversations. We have a lot of other issues in 13 other regions that are dominating the conversation.</p> <p>14 Q. Do you know who John Codilis was or is?</p> <p>15 A. I know the name, sure. I believe when I 16 spent more time in Chicago, he was part of Cathy 17 Henry's team, and I believe he worked for a specialty 18 food company -- I think that's why I remember his 19 name -- that we tried to buy many years ago.</p> <p>20 Q. Did you know what his title was when he 21 worked for Cathy?</p> <p>22 A. I think he was one of her sales leaders.</p> <p>23 Q. Do you know how many sales leaders she 24 had?</p>
Page 87	Page 89
<p>1 Q. Who's doing the work that Cathy Henry was 2 doing?</p> <p>3 A. I'm assuming it's divided up. Right now I 4 do know that we are shorthanded.</p> <p>5 Q. Who -- Do you know who oversees the 6 division of Cathy Henry's former responsibilities?</p> <p>7 A. No.</p> <p>8 MR. LOOBY: Objection to form.</p> <p>9 BY THE WITNESS:</p> <p>10 A. No. But I know it rolls up into Mr. Pat 11 O'Callaghan as the Director of the Northeast.</p> <p>12 BY MS. HENRY:</p> <p>13 Q. Do you have a posting on the street for a 14 Regional Vice President to replace Cathy Henry?</p> <p>15 A. I don't know.</p> <p>16 MR. LOOBY: Objection to form.</p> <p>17 THE WITNESS: Yeah.</p> <p>18 MR. LOOBY: You can answer the question.</p> <p>19 BY THE WITNESS:</p> <p>20 A. I wouldn't know that.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. Are you concerned that there's a lack of 23 leadership in sales in Chicago?</p> <p>24 A. I'm -- I'm -- I'm concerned about</p>	<p>1 A. I don't recall because we did -- we did 2 the acquisition of MT, and I think that kind of fogs 3 her org chart that I remember. They went from a very 4 small business to a more mid-sized business with the 5 acquisition. And I think that gave her a lot more 6 people and -- I don't know who -- who she named as 7 her Leadership Team. I know it was constantly 8 changing. Some people left. Some people, I guess, 9 were recruited.</p> <p>10 Q. What did you observe about John Codilis' 11 role on Cathy's team?</p> <p>12 A. I'm sorry?</p> <p>13 Q. What did you observe about John Codilis' 14 role on Cathy's team?</p> <p>15 A. Again, when I -- When I visit a -- an 16 operation, I mean, I'm a cheerleader. You know, 17 obviously I want everybody to be successful so the 18 company is successful. You know, my -- My recall of 19 him, he was affable. I know he came from the 20 industry, and pleasant. So I think Cathy would know 21 more than I do, you know, his results.</p> <p>22 Q. Do you know if he still works for Chefs' 23 Warehouse?</p> <p>24 A. I do know that he does not work for Chefs'</p>

23 (Pages 86 - 89)

CONFIDENTIAL

<p>1 Warehouse.</p> <p>2 Q. What do you know about that?</p> <p>3 A. That's about all I know.</p> <p>4 Q. How do you know that?</p> <p>5 MR. LOOBY: Objection to form.</p> <p>6 BY THE WITNESS:</p> <p>7 A. A time and place maybe I had -- More of my time maybe was focused on the Midwest. You know, I go from -- I go from territory to territory as I'm needed. You know, we're very inquisitive. We purchase about four companies a year. So there's a lot of moving parts. So there's times when I'm involved more in the Midwest or the West or the South and -- You know, as soon as Covid -- As Covid dissipates, I start to travel a lot, so I'm in and out of the ops post.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. So how do you know that John Codilis doesn't work for Chefs' Warehouse anymore?</p> <p>20 A. I must have been involved more at the time with Cathy and heard his name a lot.</p> <p>22 Q. Do you recall anything that you heard (inaudible) John Codilis from Cathy?</p> <p>24 MR. LOOBY: Can you repeat the question,</p>	<p>Page 90</p> <p>1 not make decisions. I do not micromanage. I don't -- I -- I only fire senior leaders. I don't get involved in day-to-day decisions to let go of people at that level.</p> <p>5 Q. So you believe John Codilis was fired?</p> <p>6 A. I did not say that. I said that I don't know. I know that he was with us. And I know that at the time and place I know that he left the company.</p> <p>10 Q. But you -- I'm sorry. I'm confused. Help me understand what support you believed Cathy Henry needed when it came to John Codilis' employment?</p> <p>13 A. That I had no -- My -- My role was to support Cathy Henry to get her the funds needed to run her business and make sure she had the tools to be successful.</p> <p>17 Q. Are you aware that Pat O'Callaghan terminated John Codilis' employment without Cathy Henry's knowledge?</p> <p>20 A. No.</p> <p>21 Q. Are you aware that John Codilis' employment was terminated?</p> <p>23 MR. LOOBY: Objection. This was already asked and answered.</p>
<p>1 Counsel. I couldn't hear. It broke up.</p> <p>2 BY MS. HENRY:</p> <p>3 Q. Do you recall anything that you heard about John Codilis from Cathy?</p> <p>5 A. I am sure I heard many, many things. I don't recall specifics. It was -- It was a long time ago, so ...</p> <p>8 Q. So when I asked you how you know he doesn't work for Chefs' Warehouse anymore, you answered time and place.</p> <p>11 What does that mean?</p> <p>12 A. It means that at the time I -- I might have been interim overseeing the territory that I did not have a senior manager, and more involved with talking to Cathy. So it was a time and a place where I was more involved.</p> <p>17 Q. So do you believe that you were overseeing Cathy Henry and Chicago when John Codilis left Chefs' Warehouse employment?</p> <p>20 A. I believe at the time I was doing my best to give Cathy as much support as possible.</p> <p>22 Q. What -- And how does that pertain to John Codilis' employment at Chefs' Warehouse?</p> <p>24 A. It has no pertinence. I do not -- I do</p>	<p>Page 91</p> <p>1 BY THE WITNESS:</p> <p>2 A. I -- I do not remember how John Codilis left the company.</p> <p>4 BY MS. HENRY:</p> <p>5 Q. But is it fair to say that you recall that there was something about that story that entailed your support for Cathy Henry?</p> <p>8 A. I recall --</p> <p>9 MR. LOOBY: Objection to form.</p> <p>10 BY THE WITNESS:</p> <p>11 A. Yes. I recall that I tried to be as supportive as possible to Cathy Henry. I root for all my leaders to be successful. That's my job. I would not have the job.</p> <p>15 BY MS. HENRY:</p> <p>16 Q. I'm trying to understand why you believed Cathy Henry needed support when it came to John Codilis' employment?</p> <p>19 A. I did not say that. I did not -- I did not -- I was not there to give her support for a particular employee. What I was saying is that my job was to support Cathy Henry to make sure that she got the support of the corporate office for funding, for projects, and everything from technology to run</p>

24 (Pages 90 - 93)

CONFIDENTIAL

Page 94	Page 96
<p>1 her business.</p> <p>2 Q. Did Pat O'Callaghan ever tell you that he</p> <p>3 had made the decision to terminate a Sales Manager</p> <p>4 without consulting a Vice President?</p> <p>5 A. I do not recall.</p> <p>6 Q. Did Pat O'Callaghan ever tell you that he</p> <p>7 terminated John Codilis' employment?</p> <p>8 A. I do not recall.</p> <p>9 Q. Did Pat Lecouras ever tell you John</p> <p>10 Codilis had left Chefs' Warehouse's employment?</p> <p>11 A. I do not recall.</p> <p>12 Q. But you know that John Codilis no longer</p> <p>13 works for Chefs' Warehouse; is that right?</p> <p>14 MR. LOOBY: Objection. This has been asked at</p> <p>15 least four times already.</p> <p>16 BY THE WITNESS:</p> <p>17 A. John Codilis was not a Senior Vice</p> <p>18 President or anybody in my realm of direct reports.</p> <p>19 So this is, I imagine years ago. I don't know how it</p> <p>20 pertains to me to recall John Codilis.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. Do senior -- Do region -- Let me begin</p> <p>23 again.</p> <p>24 Do Regional Vice Presidents at Chefs'</p>	<p>1 forward and have the best outcome. Is it a perfect</p> <p>2 world? No. Do we try our best? Yes. But we are --</p> <p>3 we are going down to really granular levels that --</p> <p>4 Again, I wish I had 24 hours extra in every day. But</p> <p>5 these -- I mean, these are hypotheses that, you know,</p> <p>6 every business faces every single day in management.</p> <p>7 There's not a day that goes by that there's not</p> <p>8 conflict and disputes and difference of opinions in</p> <p>9 every business that we own.</p> <p>10 Q. Have you told me all that you know about</p> <p>11 John Codilis' employment at Chefs' Warehouse?</p> <p>12 MR. LOOBY: Objection to form. I think we've</p> <p>13 already run down this topic.</p> <p>14 THE WITNESS: Is there another question for me?</p> <p>15 I'm sorry.</p> <p>16 BY MS. HENRY:</p> <p>17 Q. Have you told me all that you know about</p> <p>18 John Codilis' employment at Chefs' Warehouse?</p> <p>19 MR. LOOBY: Same objection.</p> <p>20 BY THE WITNESS:</p> <p>21 A. I don't know -- I don't know what I'm</p> <p>22 supposed to recall about John -- John Codilis that's</p> <p>23 important to this examination of Cathy Henry</p> <p>24 violating a policy and unfortunately exited the</p>
Page 95	Page 97
<p>1 Warehouse have the authority to choose their Sales</p> <p>2 Managers?</p> <p>3 A. I would have -- I would -- assume</p> <p>4 THE REPORTER: You froze, Mr. Pappas. Can you</p> <p>5 say that again, please.</p> <p>6 BY THE WITNESS:</p> <p>7 A. I said I would assume a senior person in</p> <p>8 charge of sales bills their teams.</p> <p>9 BY MS. HENRY:</p> <p>10 Q. And would you assume that a senior person</p> <p>11 in charge of sales, like a Regional Vice President,</p> <p>12 would have the authority to decide whether to</p> <p>13 terminate --</p> <p>14 A. I would assume -- I would that a executive</p> <p>15 above them who had a different opinion, I could see</p> <p>16 there being a -- a clash of opinions and maybe the</p> <p>17 senior person wins the outcome, like in most</p> <p>18 businesses.</p> <p>19 Q. In a scenario like the one that you just</p> <p>20 described, would you expect the senior person who</p> <p>21 wins the outcome to confer with the junior person who</p> <p>22 does not win the outcome?</p> <p>23 A. I -- I would assume that people -- all my</p> <p>24 people work together to try to push the company</p>	<p>1 company. I'm -- John Codilis was an employee at the</p> <p>2 time. I met John Codilis. I don't have anything --</p> <p>3 I don't have bad memories of John Codilis, so I don't</p> <p>4 know what else to say.</p> <p>5 BY MS. HENRY:</p> <p>6 Q. Have you told me everything that you know</p> <p>7 about Mike Behan's position with Chefs' Warehouse?</p> <p>8 MR. LOOBY: Objection to form.</p> <p>9 BY THE WITNESS:</p> <p>10 A. I know Mike Behan. I met Mike Behan when</p> <p>11 we -- when we bought Michael's. I know Mike Behan</p> <p>12 changed roles, okay, in the company. I am not --</p> <p>13 Mike Behan does not report to me. He is not an</p> <p>14 Executive Vice President in my circle that reports to</p> <p>15 me. So, again, I don't know what else I'm supposed</p> <p>16 to tell you about Mike Behan.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. Do you know to whom Mike Behan does</p> <p>19 report?</p> <p>20 A. Do I know who Mike Behan --</p> <p>21 MR. LOOBY: Can you repeat that question,</p> <p>22 Counsel. I'm sorry. It cut out.</p> <p>23 BY MS. HENRY:</p> <p>24 Q. Do you know to whom Mike Behan does</p>

25 (Pages 94 - 97)

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1 report? 2 A. No. I don't know -- I don't know the 3 complete structure of -- of that region. I think 4 it's constantly changing because of our growth. So I 5 would not want to give you a wrong answer. 6 Q. How do you know who to hold responsible 7 for Chefs' Warehouse Chicago's performance? 8 A. How do I know what? 9 Q. Who to hold responsible for Chefs' 10 Warehouse performance, Chicago? 11 MR. LOOBY: Objection to form. 12 BY THE WITNESS: 13 A. It's part of a region. Pat O'Callaghan is 14 responsible for the region. 15 MS. HENRY: All right. I'm at a good natural 16 break point in my outline. 17 So do you want to take what might be 18 construed as an early lunch break? 19 MR. LOOBY: Yeah. Maybe 30 minutes. Report 20 back at around 12 Central. 21 MS. HENRY: Fine. 22 THE VIDEOGRAPHER: We're going off the record. 23 Time on the monitor, 11:30 a.m. 24	Page 98	Page 100
<p>1 (WHEREUPON, WE WERE OFF THE 2 RECORD.)</p> <p>3 THE VIDEOGRAPHER: We're back on the record.</p> <p>4 Time on the monitor, 12:25 p.m.</p> <p>5 BY MS. HENRY:</p> <p>6 Q. Why was Catherine Henry terminated from 7 Chefs' Warehouse?</p> <p>8 A. I'm sorry. One more time.</p> <p>9 Q. Why was Cathy Henry terminated, her 10 position as Regional Vice President at Chefs' 11 Warehouse?</p> <p>12 A. (Technical difficulties) For violating 13 one of our -- our main politics.</p> <p>14 THE VIDEOGRAPHER: Looks like we have two audio 15 sources. Okay. I think it was just taken care of. 16 Can we hear you say something now, Mr. Pappas.</p> <p>17 THE WITNESS: Yes.</p> <p>18 BY THE WITNESS:</p> <p>19 A. For violating one of our top policies for 20 all executives.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. And which policy was that?</p> <p>23 A. The insider trading.</p> <p>24 Q. What is -- Before we look at that policy.</p>	Page 99	Page 101

CONFIDENTIAL

<p style="text-align: right;">Page 102</p> <p>1 BY THE WITNESS:</p> <p>2 A. It's -- It's -- It's completely</p> <p>3 encompassing. I mean, I go through the training. I</p> <p>4 mean, it's -- It's grueling. It's -- It's what we</p> <p>5 have to do as a public company.</p> <p>6 BY MS. HENRY:</p> <p>7 Q. Does the training entail designating</p> <p>8 individuals that they are covered by the policy?</p> <p>9 MR. LOOBY: Again, objection to form.</p> <p>10 BY THE WITNESS:</p> <p>11 A. Every individual who takes the training</p> <p>12 signs that they understand and have taken the</p> <p>13 training and understand the policies.</p> <p>14 BY MS. HENRY:</p> <p>15 Q. So the training does not designate</p> <p>16 individuals who are covered by the policy?</p> <p>17 MR. LOOBY: Objection to form. Asked and</p> <p>18 answered. Mischaracterizes the witness' testimony.</p> <p>19 BY THE WITNESS:</p> <p>20 A. All executives of the company must take</p> <p>21 the class, and they sign off that they understand the</p> <p>22 policies.</p> <p>23 BY MS. HENRY:</p> <p>24 Q. Mr. Pappas, I'm sharing my screen and hope</p>	<p style="text-align: right;">Page 104</p> <p>1 screen there. Very odd.</p> <p>2 MR. LOOBY: It -- Melissa, maybe -- I don't know</p> <p>3 if you added the little -- clicked the button to add</p> <p>4 the sticker. Maybe that's -- that's why.</p> <p>5 MS. HENRY: Maybe I didn't. Maybe I didn't.</p> <p>6 Thank you. And maybe I'll go back and correct it for</p> <p>7 clarity. Maybe I won't. Okay. Well, I will make</p> <p>8 sure that the next one is right and -- Okay.</p> <p>9 MR. LOOBY: We can just represent on the record</p> <p>10 that this was, I believe, Exhibit 8 in Ms. Henry's</p> <p>11 deposition, and then you can just number as you see</p> <p>12 fit on the others.</p> <p>13 MS. HENRY: Okay.</p> <p>14 THE REPORTER: I'm -- I'm sorry. So we have it</p> <p>15 marked Exhibit 4.</p> <p>16 MS. HENRY: Yeah, it's marked Exhibit 4 in the</p> <p>17 Veritext.</p> <p>18 THE REPORTER: And that's the way it's going to</p> <p>19 be for his deposition?</p> <p>20 MS. HENRY: Yes, please.</p> <p>21 THE REPORTER: Okay. All right.</p> <p>22 MS. HENRY: Thank you, Ms. Gordon.</p> <p>23 MR. LOOBY: I'm sorry, Melissa, did -- did you</p> <p>24 also scroll to the bottom of the -- of the last page</p>
<p style="text-align: right;">Page 103</p> <p>1 that you can see what I have marked.</p> <p>2 A. Yep.</p> <p>3 Q. This is marked as Exhibit No. 8, which --</p> <p>4 MS. HENRY: I apologize, Madam Court Reporter, I</p> <p>5 don't believe that we are at Exhibit No. 8 in this</p> <p>6 deposition, but it was marked for a previous</p> <p>7 deposition, and for reason known only to technology</p> <p>8 it didn't change, but here we are.</p> <p>9 BY MS. HENRY:</p> <p>10 Q. So, Mr. Pappas, can you see what I have</p> <p>11 marked -- what is marked as Exhibit No. 8?</p> <p>12 A. I'm -- I'm seeing a form on my screen, so</p> <p>13 I imagine that's Exhibit No. 8. It doesn't say</p> <p>14 Exhibit No. 8.</p> <p>15 Q. Okay. I'll scroll down so that you can</p> <p>16 see it.</p> <p>17 Do you see the sticker?</p> <p>18 A. Yes, I do.</p> <p>19 Q. So what does Exhibit No. 8 appear to be to</p> <p>20 you?</p> <p>21 A. It's our Insider Trading Policy.</p> <p>22 Q. Okay.</p> <p>23 MS. HENRY: Oh, it says -- It's interesting</p> <p>24 because it says Exhibit No. 4 up in the corner of the</p>	<p style="text-align: right;">Page 105</p> <p>1 in this exhibit for the witness? I was looking off.</p> <p>2 I might not have seen that.</p> <p>3 MS. HENRY: I did not. I would be happy to.</p> <p>4 MR. LOOBY: Please do.</p> <p>5 MS. HENRY: While I do that, I'm going to add</p> <p>6 the stamps since I'm having to re-show it anyway.</p> <p>7 Now it's showing 4. Nope, let me not do that. Let</p> <p>8 me put -- Okay. I'm correctly numbering this as</p> <p>9 Exhibit 4, and I'm going to add, and I'm going to</p> <p>10 introduce it.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. Okay. Mr. Pappas, are you able to see</p> <p>13 what is on the screen now correctly marked as</p> <p>14 Exhibit No. 4?</p> <p>15 A. Yes. It's -- The writing is small, but I</p> <p>16 think I can make it out.</p> <p>17 MR. LOOBY: Would you mind scrolling to the end,</p> <p>18 Melissa, on this exhibit, please, just so the witness</p> <p>19 can see the whole document.</p> <p>20 MS. HENRY: Certainly.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. Okay. Have you had an opportunity to</p> <p>23 review what has been marked as Exhibit No. 4,</p> <p>24 Mr. Pappas?</p>

27 (Pages 102 - 105)

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Page 106	Page 108
<p>1 A. Yes.</p> <p>2 Q. Okay. Mr. Pappas, can you see a document</p> <p>3 on your screen now? And I will --</p> <p>4 A. Yes, I can.</p> <p>5 Q. And it is marked as Exhibit No. 5. I will</p> <p>6 scroll to the end of Exhibit No. 5.</p> <p>7 Have you had an opportunity to review</p> <p>8 Exhibit No. 5 or to take a look at it? I know you</p> <p>9 haven't had --</p> <p>10 A. Yes, I have.</p> <p>11 Q. What does Exhibit No. 5 appear to be?</p> <p>12 A. It's a -- extension of our -- our policy</p> <p>13 on insider trading.</p> <p>14 Q. Why do you characterize it as an</p> <p>15 extension? How do you know that it's an extension?</p> <p>16 A. Well, you're scrolling through it, so I</p> <p>17 can't see everything at once. So I'm imagining it's</p> <p>18 all part of the -- adopted by the Board resolutions</p> <p>19 of the insider trading policy.</p> <p>20 Q. Okay. But is your -- your assumption that</p> <p>21 it is an extension based on the date of this policy?</p> <p>22 A. No. I just thought you were scrolling</p> <p>23 through the same policy. My mistake.</p> <p>24 Q. So I've shown you Exhibits 4 and 5.</p>	<p>1 A. I -- I see Exhibit 5, yes.</p> <p>2 Q. Okay. You see an arrow on the page -- on</p> <p>3 Exhibit 5?</p> <p>4 A. Yes.</p> <p>5 Q. Can you read the first -- the -- the</p> <p>6 section of the policy that begins with the arrow with</p> <p>7 Pre-Clearance Procedures, please?</p> <p>8 A. "The persons designated by the Compliance</p> <p>9 Officer as being subject to these procedures, as well</p> <p>10 as the Family Members and Controlled Entities or such</p> <p>11 persons, may not engage in any transaction in Company</p> <p>12 Securities without first obtaining pre-clearance of</p> <p>13 the transaction from the Compliance Officer."</p> <p>14 Q. Okay. Thank you, Mr. Pappas.</p> <p>15 Would you agree that that sentence</p> <p>16 describes a specific action that is designation by</p> <p>17 the Compliance OFFICER?</p> <p>18 A. I think it's general --</p> <p>19 MR. LOOBY: Objection to form.</p> <p>20 I'm sorry. You can go ahead.</p> <p>21 BY THE WITNESS:</p> <p>22 A. Yeah, it's all encompassing. We take the</p> <p>23 class every year. So all executives -- I mean,</p> <p>24 executives trade stock all the time. They know it's</p>
Page 107	Page 109
<p>1 Do you know what the difference between</p> <p>2 Exhibits 4 and 5 is?</p> <p>3 A. Granularly, no.</p> <p>4 Q. How about broadly?</p> <p>5 A. I imagine it's just a -- maybe a slightly</p> <p>6 modified version of the original document. You know,</p> <p>7 our lawyers are always constantly upgrading it,</p> <p>8 obviously, to make it a better document.</p> <p>9 Q. So do -- Are you aware of any difference</p> <p>10 between the policies articulated in Exhibit 4 and</p> <p>11 Exhibit 5?</p> <p>12 A. Nothing that would change the -- the</p> <p>13 policy of holding people accountable for following</p> <p>14 policy in their training. I mean, we all take -- We</p> <p>15 all take the training class. We all sign the policy.</p> <p>16 Q. Did the company train on the differences</p> <p>17 between Exhibit 4 and Exhibit 5?</p> <p>18 A. That I don't know.</p> <p>19 MS. HENRY: (Undecipherable) This is -- In</p> <p>20 person it's secure. It's cumbersome to flip between</p> <p>21 the screens, and I apologize.</p> <p>22 BY MS. HENRY:</p> <p>23 Q. Do you see what we have talked about as</p> <p>24 Exhibit 5 then?</p>	<p>1 a simple phone call into the Legal Department. They</p> <p>2 can ask a question. It hits my desk many times.</p> <p>3 Executives are -- are -- want to trade stock. So</p> <p>4 it's -- That's why we take the class.</p> <p>5 BY MS. HENRY:</p> <p>6 Q. Does the pre-clearance procedure --</p> <p>7 A. And you can ask a question.</p> <p>8 Q. I'm sorry, sir. I interrupted you.</p> <p>9 A. Yeah, that's everybody -- All exec --</p> <p>10 Again, we're a small team. So everybody knows to ask</p> <p>11 the question. If you have a question, you ask the</p> <p>12 question when in doubt. It's such a serious offense,</p> <p>13 insider trading. That's why we spend the money and</p> <p>14 do the training every year because we know how</p> <p>15 important it is.</p> <p>16 BY MS. HENRY:</p> <p>17 Q. So does the Compliance Officer designate</p> <p>18 persons subject to the procedures?</p> <p>19 MR. LOOBY: Objection to form.</p> <p>20 BY THE WITNESS:</p> <p>21 A. All executives.</p> <p>22 BY MS. HENRY:</p> <p>23 Q. Does the Compliance Officer designate</p> <p>24 persons subject to the procedures?</p>

28 (Pages 106 - 109)

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<p>1 MR. LOOBY: Objection to form.</p> <p>2 BY THE WITNESS:</p> <p>3 A. Yeah. Any question goes to the General 4 Counsel. It's -- It's kind of our DNA, you know. 5 It's done constantly. I don't want to say every day. 6 But all executives who take the training class under 7 that anything you -- if you want to trade stock, you 8 call the General Counsel's office.</p> <p>9 BY MS. HENRY:</p> <p>10 Q. So is there any mechanism for enforcement 11 of the insider trading policy that those who are a 12 part of the DNA know about?</p> <p>13 MR. LOOBY: Objection to form.</p> <p>14 BY THE WITNESS:</p> <p>15 A. You know, it's -- It's self -- It's 16 self-reporting, really. You know, it's up to the 17 responsibility, you know, of the executive, okay, to 18 report. And, you know, again, that's why we take the 19 class. If you have any doubt, you pick up the phone 20 and you ask the question.</p> <p>21 BY MS. HENRY:</p> <p>22 Q. Does the policy talk about taking the 23 class to know whether the Compliance Officer has 24 designated persons subject to the pre-clearance</p>	<p>Page 110</p> <p>1 A. All executives are designated.</p> <p>2 Q. How does Chefs' Warehouse track compliance 3 with the insider trading policy?</p> <p>4 A. How do we check compliance?</p> <p>5 Q. Track.</p> <p>6 A. How do we track?</p> <p>7 Q. Yes, sir.</p> <p>8 A. You know, again, I mean, for the Executive 9 Team it's not that big, okay. But it's -- AST is 10 self-policing, you know.</p> <p>11 Q. I don't know.</p> <p>12 How is AST self-policing?</p> <p>13 A. The exact mechanism from AST -- I mean, we 14 get reports of who's trading our stock from AST.</p> <p>15 Q. And then what do you do with the report of 16 who's trading your stock from AST?</p> <p>17 A. Well, I get -- It's reviewed by General 18 Counsel, so -- I mean -- That's why it's -- I mean, 19 if you do it, that's why you ask permission to do it 20 and that's why we only pay certain people, you know, 21 who participate who are at the level to understand 22 policies that they're getting -- you know, they're 23 getting a very valuable asset in the stock of the 24 company, and there's rules that we all have to</p>
<p>1 procedures?</p> <p>2 MR. LOOBY: Objection to form.</p> <p>3 BY THE WITNESS:</p> <p>4 A. The -- The class training is so clear. 5 Anybody who takes the class -- Again, I don't want to 6 insult anybody. But you take the class. You know, 7 you have to get clearance to sell stock. It's -- 8 It's -- It's black and white in training. And 9 anybody who has a question asks the question. We've 10 had many people call and ask the question because 11 they want to be a hundred percent sure. It has the 12 contact information for questions in the training 13 manual. It's pretty black and white, which is why my 14 hand was forced to terminate Ms. Henry. It's not 15 something that I wanted to do. It's -- Unfortunately 16 I was -- It was not something I was happy I had to 17 do. Unfortunately it was something I had to do.</p> <p>18 BY MS. HENRY:</p> <p>19 Q. Was Ms. Henry designated by the Compliance 20 Officer as a person subject to pre-clearance 21 procedures?</p> <p>22 A. All executives.</p> <p>23 Q. Was Ms. Henry designated by the Compliance 24 Officer?</p>	<p>Page 111</p> <p>1 follow.</p> <p>2 Q. So what does the General Counsel do with 3 the report that -- Does the General Counsel receive a 4 report from AST?</p> <p>5 A. I think it --</p> <p>6 MR. LOOBY: Objection to form.</p> <p>7 BY THE WITNESS:</p> <p>8 A. Yeah, it goes through Human Resources. 9 And if there's a red flag, it goes to General 10 Counsel.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. And how often does that happen?</p> <p>13 A. Well, this has never happened. I mean, 14 there's people that call and they're in the wrong 15 period, and we tell them that you can't trade your 16 stock, you have to wait till an open window. But no 17 executive has ever violated the policy.</p> <p>18 Q. And how do you -- How do you know that no 19 executive has ever violated the policy?</p> <p>20 A. Because AST -- HR -- It would be reported 21 to Human Resources that there was a trade, and 22 everybody is very well trained in it.</p> <p>23 Q. So Human Resources receives a report of 24 every trade from AST?</p>

29 (Pages 110 - 113)

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<p style="text-align: right;">Page 114</p> <p>1 A. I'm not a hundred percent of how they 2 know. But they do receive a report of everybody 3 who's paid in stock. So every executive who gets 4 stock as part of their compensation package, yes, 5 AST -- Human Resource does get that report.</p> <p>6 Q. Does AST regularly receive a report -- 7 Does Human Resources regularly receive a report from 8 AST of everyone who trades Chefs' Warehouse stock?</p> <p>9 A. Executives does.</p> <p>10 MR. LOOBY: Objection to form. Objection to 11 form.</p> <p>12 You can answer the question.</p> <p>13 BY THE WITNESS:</p> <p>14 A. Yes. For those who are paid in stock, 15 yes.</p> <p>16 BY MS. HENRY:</p> <p>17 Q. And what does Human Resources do with the 18 report it receives from AST of those who are paid in 19 stock and who have sold stock?</p> <p>20 A. If there's no red flag, I guess there's 21 not a lot to do.</p> <p>22 Q. And what constitutes a red flag?</p> <p>23 A. That you can't receive clearance from our 24 Compliance.</p>	<p style="text-align: right;">Page 116</p> <p>1 A. Yeah. HR and General Counsel's Department 2 work hand in hand. Obviously there's no perfect 3 world. But this is such an important policy, people 4 go to jail for it, that -- that's why we pay so much 5 attention, and we make everybody take the class and 6 sign it, because we don't want anybody to go to jail, 7 and we don't want the company and the SEC coming down 8 on us and our shareholders getting upset, and -- it's 9 just a strong violation that they work very closely 10 together on this.</p> <p>11 Q. So does HR have a mechanism for checking 12 with the Compliance Officer when --</p> <p>13 A. Correct.</p> <p>14 Q. How does that work?</p> <p>15 A. She either goes down to his office or 16 picks up the phone and say, you know, Fred Smith 17 wants to sell a hundred shares, are they cleared?</p> <p>18 Q. Is that what happened in this case, did 19 Pat Lecouras say Cathy Henry wants to sell shares, is 20 she clear?</p> <p>21 A. No, because she didn't go through 22 Compliance. So it happened after the fact.</p> <p>23 Q. Tell me everything that you know about 24 what happened after the fact?</p>
<p style="text-align: right;">Page 115</p> <p>1 Q. And how does Human Resources know who has 2 received clearance from your Compliance?</p> <p>3 A. Well, Human Resource and Compliance are 4 hand in hand to run a company. So they understand 5 each other's roles and work hand in hand to ensure 6 the policies are enforced.</p> <p>7 Q. So this -- So is there a mechanism --</p> <p>8 MR. LOOBY: Objection to form. Asked and 9 answered.</p> <p>10 BY THE WITNESS:</p> <p>11 A. Yeah, I mean, the -- Yeah, so --</p> <p>12 MS. HENRY: I didn't even get the question --</p> <p>13 Excuse me.</p> <p>14 I started the sentence is there a 15 mechanism. I didn't finish the question. You 16 objected to the form without knowing what the 17 question was.</p> <p>18 MR. LOOBY: I'm sorry. There was a delay on my 19 video feed, so I thought you were done with the 20 question. Go ahead and finish it, please.</p> <p>21 BY THE WITNESS:</p> <p>22 A. Yeah. HR--</p> <p>23 BY MS. HENRY:</p> <p>24 Q. Is there --</p>	<p style="text-align: right;">Page 117</p> <p>1 MR. LOOBY: Objection to the form of the 2 question.</p> <p>3 BY MS. HENRY:</p> <p>4 Q. What do you know about Cathy Henry's sale 5 of Chefs' Warehouse stock?</p> <p>6 A. I know that she did not follow the policy. 7 She did not get clearance. It was after the fact we 8 found out. It could have put us in a horrible 9 situation if it was a closed window or if there was 10 something going on. We're very acquisitive. That's 11 why the policy is so strongly enforced because we are 12 constantly in M&A. And for a senior leader to trade 13 the stock without clearance, it's a -- it's a major 14 offense. And no one feels worse about having to let 15 Cathy Henry go than I did because I had a 16 relationship with Cathy in the past and knew her and 17 respected her, and I basically had no choice, okay, 18 but to let her go for violating one of our top 19 policies that, you know, everybody is trained on. I 20 mean, there's just no excuses.</p> <p>21 Q. What did Pat Lecouras tell you about what 22 she learned from AST about Cathy Henry's sale of 23 stock?</p> <p>24 A. The only thing that really mattered was</p>

30 (Pages 114 - 117)

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<p style="text-align: right;">Page 118</p> <p>1 that she traded stock without receiving clearance. 2 It's -- It's not very complicated. 3 Q. How did Pat Lecouras learn that Cathy 4 Henry traded stock without receiving clearance? 5 MR. LOOBY: Objection to form, foundation. 6 BY MS. HENRY: 7 Q. If you know? 8 A. When she got her AST report and she did 9 her -- I imagine they speak daily with General 10 Counsel and the Compliance Team and the Legal Team -- 11 We have obviously thousands of employees, so it's a 12 constant back and forth between Human Resources and 13 Legal, and counsel informed her that there was no 14 clearance, and that's how it hit my desk. 15 Q. Does Pat Lecouras have a practice of 16 receiving a report of employee stock trades from AST 17 and conferring with the Compliance Officer about that 18 report? 19 MR. LOOBY: Objection to form. Objection to 20 foundation. Asked and answered. 21 BY MS. HENRY: 22 Q. If you know? 23 A. I know that Pat Lecouras and the 24 Compliance Team review every -- every trade of an</p>	<p style="text-align: right;">Page 120</p> <p>1 A. They spoke to me about Cathy Henry's sale 2 of stock. 3 Q. Who is they? 4 A. General Counsel and Pat Lecouras. 5 MR. LOOBY: And I'll just counsel the witness to 6 be careful about disclosing any communications 7 between you and legal counsel. 8 THE WITNESS: Okay. 9 BY MS. HENRY: 10 Q. The question was did you speak to Pat 11 Lecouras about Cathy Henry's sale of Chefs' Warehouse 12 stock? 13 A. I don't recall. But that I will assume I 14 must have. 15 Q. What do you recall about learning about 16 Cathy's Henry -- Cathy Henry's sale of Chefs' 17 Warehouse stock? 18 A. I'm -- I'm sure most of it is privileged. 19 But I do remember that I was extremely disappointed 20 and upset. 21 Q. Why do you -- Why are you sure most of it 22 is privileged? 23 A. Because most of the conversation then went 24 to Legal.</p>
<p style="text-align: right;">Page 119</p> <p>1 executive's who's been granted stock. 2 Q. And how do you know that? 3 A. It's our policy. 4 Q. Where is that policy articulated? 5 A. Where is that policy written? It's just 6 best practices that we practice in the company. 7 Q. Are you aware that about 90 percent of the 8 insider trades of Chefs' Warehouse stock are placed 9 by people who work in the corporate office? 10 MR. LOOBY: Objection to form. 11 BY THE WITNESS: 12 A. No, I do not. 13 BY MS. HENRY: 14 Q. Did you talk Pat O'Callaghan about Cathy 15 Henry's sale of Chefs' Warehouse stock? 16 A. I'm sorry. I missed the beginning of the 17 question. 18 Q. Did you talk to Pat O'Callaghan about 19 Cathy Henry's sale of Chefs' Warehouse stock? 20 A. I don't recall, but I'm assuming that I -- 21 I must have had -- You know, I just don't recall, so 22 I don't want to say anything I don't recall. 23 Q. Did you talk to Pat Lecouras about Cathy 24 Henry's sale of Chefs' Warehouse stock?</p>	<p style="text-align: right;">Page 121</p> <p>1 Q. Is it your understanding -- By then went 2 to Legal, did Pat Lecouras speak to you about Cathy 3 Henry's sale of Chefs' Warehouse stock? 4 A. I -- I don't recall if it was Pat Lecouras 5 or at that point it went to the General Counsel's 6 office and they came to see me. 7 Q. What else did you learn about Cathy 8 Henry's sale of Chefs' Warehouse stock? 9 MR. LOOBY: Object to the form. Asked and 10 answered. 11 BY THE WITNESS: 12 A. I would -- I would say that the most 13 important things I remember was that -- I was very 14 upset because I understood the consequences, and it 15 was not something I was happy that I had to do. 16 BY MS. HENRY: 17 Q. When you say had to do, who -- why do you 18 understand that you had to terminate Cathy Henry's 19 employment? 20 A. I understood I had to take very serious 21 action, and I didn't like my choices and, you know, 22 reprimanding an executive at that level or something 23 it's not something that I believe in. It's -- You 24 have de-motivated employees. It is such a serious</p>

CONFIDENTIAL

<p style="text-align: right;">Page 122</p> <p>1 policy. I could not set horrible precedence as well. 2 It's very dangerous. 3 Q. Do you know whether Cathy Henry was ever 4 given an opportunity to explain her conduct? 5 A. Yes, I do. 6 MR. LOOBY: Objection to form. 7 BY THE WITNESS: 8 A. Yes, I do. 9 BY MS. HENRY: 10 Q. What do you know that Cathy -- What do 11 you -- Tell me what you know about Cathy Henry's 12 opportunity to explain her conduct? 13 A. I know that they -- I know that it was -- 14 she was confronted about she violated the policy of 15 insider trading. 16 Q. Do you know when she was confronted about 17 violating the policy? 18 A. No, I don't. 19 Q. Do you know whether it was during a 20 meeting to terminate her employment? 21 A. No, I don't. 22 MR. LOOBY: Objection. Asked and answered. The 23 witness just said he didn't know. 24</p>	<p style="text-align: right;">Page 124</p> <p>1 because she was being terminated for it? 2 A. Well, again, if -- It's been a while, 3 but -- When -- When I told -- When I told the team 4 that she had to be terminated because she violated 5 such an important policy, someone had to go tell her. 6 I imagine it's the person that she reported to. 7 Q. Do you know who told her? 8 A. No. 9 Q. So when you testified a minute ago that 10 you knew that she was confronted about violating the 11 very serious policy, how do you know that she was 12 confronted about -- about violating a very serious 13 policy? 14 MR. LOOBY: Objection to form. Asked and 15 answered. 16 BY THE WITNESS: 17 A. Yeah, it was conversation with General 18 Counsel, and I'm sure it's -- it was all privileged. 19 MS. HENRY: I'm not asking for legal advice, and 20 I'm not asking you to violate the privilege. 21 BY MS. HENRY: 22 Q. Did you have a conversation with Cathy 23 Henry -- with your attorney about Cathy Henry's 24 opportunity to explain violating a very serious</p>
<p style="text-align: right;">Page 123</p> <p>1 BY THE WITNESS: 2 A. Yeah, I don't know. 3 BY MS. HENRY: 4 Q. And what do you understand Cathy Henry 5 said when she was given an opportunity to explain her 6 conduct? 7 A. I don't recall. 8 Q. Who confronted Cathy about her conduct? 9 A. I don't recall. 10 Q. What is the basis of your testimony that 11 you know that Cathy was confronted with violating the 12 very serious policy? 13 A. Again, I've never had to experience this 14 because no senior executive ever violated the policy, 15 so -- It was a very uncomfortable time for me, and it 16 was a very hard decision that I had to make, and I 17 probably just wanted to get it over with because it 18 was very uncomfortable and disappointing thing that 19 we had to do. 20 Q. So how do you know that Cathy Henry was 21 confronted about violating the company policy? 22 A. Well, she had to be confronted because she 23 had to be terminated for it. 24 Q. Do you know that she was confronted</p>	<p style="text-align: right;">Page 125</p> <p>1 company policy? 2 MR. LOOBY: I'm going to instruct the witness 3 not to ask [sic] that because that would be divulging 4 communications between Mr. Pappas and in-house 5 counsel. 6 MS. HENRY: With all due respect, Counsel, I 7 didn't ask him to say what the substance of the 8 conversation was. I asked did you have a 9 conversation with your General Counsel about Cathy 10 Henry's opportunity to explain her conduct in 11 violating a very serious company policy. 12 MR. LOOBY: Mr. Pappas, you can answer whether 13 you had a communication with in-house counsel with 14 respect to issues related to Ms. Henry's violation of 15 the insider trading policy. 16 BY THE WITNESS: 17 A. Yes, I had conversations with General 18 Counsel. 19 BY MS. HENRY: 20 Q. And you testified that you know that she 21 was confronted about violating a very serious company 22 policy. 23 And who do you believe confronted Cathy 24 Henry about violating a very serious company policy?</p>

CONFIDENTIAL

Page 126	Page 128
<p>1 MR. LOOBY: Objection to form. Asked and 2 answered.</p> <p>3 You can answer, if you know.</p> <p>4 BY THE WITNESS:</p> <p>5 A. I hate to assume. But I assumed it was 6 her direct -- who she reported to.</p> <p>7 BY MS. HENRY:</p> <p>8 Q. Who did she report to?</p> <p>9 A. Pat O'Callaghan.</p> <p>10 Q. Did you ever talk to Pat O'Callaghan about 11 the meeting that he had with Cathy Henry about her 12 very serious violation of company policy?</p> <p>13 A. I don't recall. I just recall that I was 14 very upset that I had to do it.</p> <p>15 Q. Do you know whether or not Cathy Henry 16 attempted to offer an explanation for her conduct?</p> <p>17 A. I don't recall.</p> <p>18 Q. Do you know who told Cathy Henry that she 19 was terminated from Chefs' Warehouse employment?</p> <p>20 MR. LOOBY: Objection. Asked and answered.</p> <p>21 BY THE WITNESS:</p> <p>22 A. I'm assuming it was the her person who she 23 reported to, Pat O'Callaghan.</p> <p>24</p>	<p>1 BY THE WITNESS:</p> <p>2 A. I mean, I hate to assume. But I am 3 assuming it was done by Mr. Pat O'Callaghan.</p> <p>4 BY MS. HENRY:</p> <p>5 Q. Did you ever talk to Pat O'Callaghan about 6 what happened during the meeting when he terminated 7 Cathy Henry's employment?</p> <p>8 A. I -- I don't recall. I mean, he knows I 9 was very upset about the situation.</p> <p>10 Q. Did Pat O'Callaghan ever tell you about 11 the conversation he had with Cathy when he terminated 12 her employment?</p> <p>13 A. I don't recall --</p> <p>14 MR. LOOBY: Objection to form. The witness said 15 he didn't know that -- who spoke to Ms. Henry about 16 the termination of her employment. So you're 17 assuming something that the witness has just not 18 testified to.</p> <p>19 MS. HENRY: The witness also testified he 20 assumed that that happened after first saying that he 21 knew that she had an opportunity to explain her 22 conduct. So I'm trying to get at what he knows and 23 what he remembers, what's, you know --</p> <p>24 MR. LOOBY: Understood. Can you please reask</p>
Page 127	Page 129
<p>1 BY MS. HENRY:</p> <p>2 Q. Do you know whether anyone else 3 participated in a conversation with Cathy Henry about 4 terminating her employment?</p> <p>5 A. I don't know.</p> <p>6 Q. What is the custom at Chefs' Warehouse for 7 terminating an employee's con -- an employee's -- for 8 an individual's employment? What is the custom at 9 Chefs' Warehouse for terminating an individual's 10 employment?</p> <p>11 A. What is the cost?</p> <p>12 Q. The custom.</p> <p>13 A. For terminating?</p> <p>14 Q. Yes.</p> <p>15 A. What is the custom for terminating?</p> <p>16 Q. Yes. Yes.</p> <p>17 A. I think that in most situations it's the 18 person that's responsible for that team member has to 19 terminate them.</p> <p>20 Q. And do you know whether or not, in fact, 21 that happened in this instance?</p> <p>22 MR. LOOBY: Objection. Asked and answered at 23 least four times already.</p> <p>24 THE WITNESS: Yeah.</p>	<p>1 the question.</p> <p>2 THE WITNESS: Yes.</p> <p>3 BY MS. HENRY:</p> <p>4 Q. Did Pat O'Callaghan ever tell you anything 5 about a conversation with Cathy Henry during the 6 meeting when he terminated her employment?</p> <p>7 MR. LOOBY: I'm just going to object to the 8 form.</p> <p>9 You can answer.</p> <p>10 THE WITNESS: Yeah.</p> <p>11 BY THE WITNESS:</p> <p>12 A. Again, it's a while ago. I don't recall. 13 The only thing I -- I do remember was it was a very 14 uncomfortable time. I was very upset that I had no 15 choice in the matter, and I wanted everybody to move 16 on and -- and prosper.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. Including Cathy Henry?</p> <p>19 A. Oh, I wished Cathy the best, absolutely. 20 She's talented and -- I think she knows I was fond of 21 her and wanted her to succeed. She's a senior 22 leader. You know, this -- I was blindsided and it 23 was very uncomfortable.</p> <p>24 Q. Did you authorize Pat O'Callaghan to offer</p>

CONFIDENTIAL

<p style="text-align: right;">Page 130</p> <p>1 Cathy Henry \$50,000 in exchange for a settlement in 2 release of -- settlement of all claims to Chefs' 3 Warehouse?</p> <p>4 A. It was in her contract. I think we were 5 just following the letter of her contract.</p> <p>6 Q. Did you authorize Pat O'Callaghan to offer 7 Cathy Henry \$50,000 in exchange for a settlement and 8 release of all claims against Chefs' Warehouse?</p> <p>9 A. I mean, I believe that's privileged. I 10 think that was a conversation with General Counsel.</p> <p>11 Q. As the CEO of Chefs' Warehouse, are you 12 the ultimate authority on when and whether the 13 company offer settlement or separation agreements to 14 individuals who leave your employment?</p> <p>15 A. As the CEO anything -- anything that has a 16 major impact on the company I am told about. Of any 17 serious policy break or any serious monetary amount.</p> <p>18 Q. Have you heard any description of any 19 explanation that Cathy Henry may have offered for her 20 behavior?</p> <p>21 A. I'm -- I don't recall. But, again, it was 22 a very uncomfortable time. What was explained to me 23 was basically it was a clear violation and nothing 24 else really at that point could change my decision.</p>	<p style="text-align: right;">Page 132</p> <p>1 Did you do anything to follow up on that 2 decision?</p> <p>3 MR. LOOBY: Objection to form.</p> <p>4 You can answer.</p> <p>5 THE WITNESS: Yeah, I don't understand the 6 question though, did I do anything.</p> <p>7 BY MS. HENRY:</p> <p>8 Q. Did you ask anyone who participated in the 9 conversation how it went?</p> <p>10 MR. LOOBY: Objection to form.</p> <p>11 BY THE WITNESS:</p> <p>12 A. I -- I don't recall. I was anxious to 13 move on because, like as I said, I was very fond of 14 Ms. Henry, and it was not a decision that I was happy 15 to make, and I don't recall any other conversations, 16 honestly. Just I wanted to move on.</p> <p>17 BY MS. HENRY:</p> <p>18 Q. Did you instruct or ask anyone on your 19 Leadership Team to change Chefs' Warehouse training 20 policies to ensure that no employee ever engaged in 21 the same conduct as Ms. Henry again?</p> <p>22 A. There's only -- You know, I was wrong. 23 There's not 40 -- There's 20 executives that are part 24 of our LTIP program. Everybody -- Everybody</p>
<p style="text-align: right;">Page 131</p> <p>1 Q. But was your decision based solely on the 2 clear violation of the policy?</p> <p>3 A. Yes.</p> <p>4 MR. LOOBY: Object -- Objection to form.</p> <p>5 But go ahead and answer it.</p> <p>6 BY THE WITNESS:</p> <p>7 A. Yes.</p> <p>8 BY MS. HENRY:</p> <p>9 Q. Did you -- Strike that.</p> <p>10 THE REPORTER: I'm sorry. Can I ask for a 11 2-minute washroom break, please.</p> <p>12 MS. HENRY: Oh, my goodness, of course, please.</p> <p>13 THE REPORTER: Okay. Thank you.</p> <p>14 THE VIDEOGRAPHER: Going off the record. Time 15 on the monitor, 1:13 p.m.</p> <p>16 (WHEREUPON, WE WERE OFF THE 17 RECORD.)</p> <p>18 THE VIDEOGRAPHER: We're back on the record. 19 Time on the monitor, 1:21 p.m.</p> <p>20 BY MS. HENRY:</p> <p>21 Q. So, Mr. Pappas, you've testified a couple 22 of times about how upset you were about the decision 23 that you feel compelled to have made to terminate 24 Cathy Henry's employment.</p>	<p style="text-align: right;">Page 133</p> <p>1 understands the policy. It's not -- It's no -- It's 2 not that complicated, and it's a small group. So 3 it's just -- And it's, you know, individual 4 responsibility. It's stated in there, you know. 5 Nobody likes to sit there and take a training course 6 but they know they have to do it, and it's just 7 crystal clear. It's not complicated.</p> <p>8 Q. So has Chefs' Warehouse changed any of its 9 training or communication about insider trading 10 policy in the wake of Cathy Henry's termination?</p> <p>11 A. I don't --</p> <p>12 MR. LOOBY: Objection to form.</p> <p>13 You can answer.</p> <p>14 BY THE WITNESS:</p> <p>15 A. I don't know. But -- Yeah, I don't know.</p> <p>16 BY MS. HENRY:</p> <p>17 Q. Did you do anything to address how 18 upsetting this incident was for you?</p> <p>19 MR. LOOBY: Objection to form.</p> <p>20 THE WITNESS: I'm sorry. I didn't hear the 21 question.</p> <p>22 BY MS. HENRY:</p> <p>23 Q. Did you do anything to address how 24 upsetting this situation was for you?</p>

34 (Pages 130 - 133)

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<p style="text-align: right;">Page 134</p> <p>1 MR. LOOBY: Same objection.</p> <p>2 BY THE WITNESS:</p> <p>3 A. I think my team knew how upset I was, and 4 because I was -- You know, it was something that 5 could have been avoided and, you know -- You know, 6 it's like grieving, I guess, you want to move on, you 7 know, after something bad happens and, you know, we 8 had to move on, you know. Unfortunately the business 9 moves at a very fast pace and, you know, we all move 10 on.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. Did you come to any conclusion about 13 whether or not Cathy Henry knowingly violated Chefs' 14 Warehouse insider trading policy?</p> <p>15 A. You know, I take the -- I take the emotion 16 out of decisions like this. Unfortunately it's part 17 of my job. So, you know, I know she violated the 18 policy and, you know, she had the individual 19 responsibility to monitor -- you know, to 20 self-monitor and she didn't do it.</p> <p>21 Q. Does Chefs' Warehouse have any employee 22 assistance program or any kind of resources available 23 to individuals who are upset about changes in the 24 work environment?</p>	<p style="text-align: right;">Page 136</p> <p>1 that people are accessible, and you can pick up the 2 phone and you can get information. It's not like 3 Apple or General -- General Electric where there's 4 400,000 employees. So when I say flat, it means that 5 there's access to information. I've never -- I never 6 really heard of -- of anybody not having access to 7 information.</p> <p>8 Q. And are you aware whether or not should 9 the commune -- the Executive Vice Presidents within 10 Chefs' Warehouse has a robust communication strategy 11 with their Leadership Team?</p> <p>12 MR. LOOBY: Objection to the form.</p> <p>13 THE WITNESS: Yeah.</p> <p>14 BY THE WITNESS:</p> <p>15 A. There's 20 people that get a very 16 precious -- To me giving out stock is an extremely 17 precious bonus of only 20 people. So I assume 18 they're adults. They were hired because they were 19 professional, and they are expected to behave in a 20 professional manner and no their responsibility. So 21 I don't -- I don't think I have anything to say 22 further than that.</p> <p>23 BY MS. HENRY:</p> <p>24 Q. Okay. I have put what we have marked as</p>
<p style="text-align: right;">Page 135</p> <p>1 MR. LOOBY: I'm going to object to form and to 2 the relevance of this question.</p> <p>3 But you can answer it.</p> <p>4 BY THE WITNESS:</p> <p>5 A. I mean, we have best practices of any 6 company our size. We have hot lines. We have 7 outreach programs, and Human Resources and General -- 8 Our General Counsel's office fields calls all the 9 time. So it's a pretty flat organization in many 10 ways, and everybody has access to information.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. I hate to circle back.</p> <p>13 But it's a flat organization except for 14 when it comes to Chicago; is that right, because 15 there are many layers between Mike Behan and Pat 16 O'Callaghan?</p> <p>17 MR. LOOBY: Objection to the form.</p> <p>18 Argumentative. Misstates the witness' testimony.</p> <p>19 MS. HENRY: I'm sorry. I'm sorry.</p> <p>20 BY MS. HENRY:</p> <p>21 Q. Is Chefs' Warehouse a flat organization?</p> <p>22 A. Well, you know, let's -- Let's define what 23 a flat organization -- I think people have different 24 definitions. When I say flat is that we're a group</p>	<p style="text-align: right;">Page 137</p> <p>1 Exhibit 6 on the screen.</p> <p>2 Mr. Pappas, can you see that?</p> <p>3 A. Yes, I can.</p> <p>4 Q. Okay. I will scroll through this and give 5 you an opportunity to review it.</p> <p>6 Have you had an opportunity to review 7 Exhibit No. 6?</p> <p>8 MR. LOOBY: Counsel, could you please scroll up 9 to the top of the e-mail as well. Thank you.</p> <p>10 BY THE WITNESS:</p> <p>11 A. Yes. It's a note from Human Resources.</p> <p>12 The topic is What is a Non-Qualified Stock Option, 13 how options work.</p> <p>14 BY MS. HENRY:</p> <p>15 Q. Have you seen this before?</p> <p>16 A. Yes, I have.</p> <p>17 Q. When have you seen it before?</p> <p>18 A. I don't know.</p> <p>19 Q. Did you receive this e-mail in 2019?</p> <p>20 A. I must have if I was awarded stock 21 options.</p> <p>22 Q. Is there anything in this e-mail that 23 tells an employee who is selling a non-qualified 24 stock option that he or she must seek pre-clearance?</p>

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<p style="text-align: right;">Page 138</p> <p>1 A. Again, if you're an executive in this 2 company, you're deemed to be financially astute and 3 understand policies. So I don't see it as anything 4 different than the individual responsibility. It's 5 as simple as picking up a phone and calling -- 6 calling the office and asking, you know, can I sell 7 options.</p> <p>8 Q. So is there anything on this face of this 9 e-mail that indicates that an individual selling a 10 non-qualified stock option must seek pre-clearance?</p> <p>11 A. It's -- It's a piece of stock. It goes -- 12 If you want my interpretation it says that --</p> <p>13 Q. No, I've asked you --</p> <p>14 A. -- if you were going to sell the stock, 15 it's part of a -- it's the same as under the policy 16 of selling any stock.</p> <p>17 Q. So there's nothing in this e-mail, would 18 you agree, that tells an individual selling a 19 non-qualified stock that he or she must seek 20 pre-clearance?</p> <p>21 A. I -- I would have to read it a few times 22 to dissect any sort of meaning like that.</p> <p>23 Q. Okay. Would you take a moment to read it, 24 please, and then answer my question.</p>	<p style="text-align: right;">Page 140</p> <p>1 A. No, I do not.</p> <p>2 Q. Mr. Pappas, can you see what I have now 3 posted on the screen as Exhibit No. 7?</p> <p>4 A. I can see it.</p> <p>5 Q. Okay. I will start at the top and give 6 you an opportunity to review it.</p> <p>7 Have you had an opportunity to review 8 Exhibit No. 7?</p> <p>9 A. Yes, I have.</p> <p>10 Q. What does it appear to be?</p> <p>11 A. I'm sorry?</p> <p>12 Q. What does Exhibit 7 appear to be?</p> <p>13 A. It's a note from the CFO explaining it's 14 tax season, and just a note about Restricted Stock 15 and stock options.</p> <p>16 Q. And is there anything in this e-mail that 17 tells an employee selling a non-qualified stock that 18 he or she must seek pre-clearance?</p> <p>19 A. No. But it doesn't say not to follow the 20 company's policies and this is something that's 21 exempt or -- that there would be a change in any of 22 our policies. The intent of the note was just to, 23 you know, to bring to people's attention, I guess, 24 just about the Restricted Stock and stock options.</p>
<p style="text-align: right;">Page 139</p> <p>1 Have you had an opportunity to --</p> <p>2 A. No, I -- Yes. Yeah, I mean, what I take 3 from this is an explanation of what an option is.</p> <p>4 Q. Okay. Is there anything in the face of 5 this e-mail that indicates that an individual selling 6 a non-qualified stock option must seek pre-clearance?</p> <p>7 A. There's nothing on this document. That's 8 not what the document was made to -- The document was 9 written to educate people on what a stock option is.</p> <p>10 Q. Okay. And do you note the date of the 11 document?</p> <p>12 A. 2019, March 7.</p> <p>13 Q. I'm sorry. Could you -- Is that the date 14 that the e-mail was sent or is that the e-mail -- the 15 date that is in the subject of the e-mail?</p> <p>16 A. Well, it says subject, so I don't know 17 when the e-mail was sent.</p> <p>18 Q. Okay. Well, can you look at the line 19 above the subject and see that it is, in fact, sent 20 on March 4, 2019?</p> <p>21 A. Okay. I see that it was sent on March 4, 22 2019.</p> <p>23 Q. Okay. Do you know when Cathy Henry sold 24 Chefs' Warehouse's stock?</p>	<p style="text-align: right;">Page 141</p> <p>1 It's not a policy note.</p> <p>2 Q. And what's the date on that?</p> <p>3 A. Monday, March 4th.</p> <p>4 Q. Is that the same date, do you recall, as 5 the Lecouras e-mail of Exhibit -- that was Exhibit 6 No. 6?</p> <p>7 A. I believe so.</p> <p>8 Q. I'm going to go back, if I may. Okay. 9 I'm back to Exhibit No. 6. And I just wanted to be 10 clear. Can you please review the one, two, three -- 11 third paragraph of Exhibit No. 6 that begins with the 12 words, The price.</p> <p>13 Do you see that the last sentence of -- 14 I'm sorry -- the middle sentence of this paragraph 15 where I put the cursor indicate that "Employees will 16 have a deadline to exercise options, known as the 17 expiration date"?</p> <p>18 A. I see that.</p> <p>19 Q. So then this e-mail, as you've previously 20 testified, was sent March of 2019, correct?</p> <p>21 A. Correct.</p> <p>22 Q. And the Leddy e-mail that is Exhibit 7 is 23 likewise sent March 4, 2019?</p> <p>24 A. Correct.</p>

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<p style="text-align: right;">Page 142</p> <p>1 Q. And did Pat O'Callaghan tell you that at 2 Cathy Henry's termination meeting she referred to 3 receiving two e-mails the week that she sold her -- 4 sold her stock?</p> <p>5 A. I don't recall.</p> <p>6 Q. Did Pat Lecouras tell you that at Cathy 7 Henry's termination meeting she said she had received 8 an e-mail that told her that she would lose her stock 9 options if she didn't exercise them?</p> <p>10 A. I don't recall. But they're 10-year 11 options. They have 10 years to redeem them. So 12 that's kind of confusing to me.</p> <p>13 Q. So did Pat Lecouras tell you that Cathy 14 Henry had a mistaken belief that her stock options 15 would expire if she didn't exercise them?</p> <p>16 A. I don't recall. But I go back to 17 everybody can pick up the phone. It's only 20 people 18 and -- There's just no excuse for not picking up the 19 phone if you don't understand something, especially 20 when you know how important it is.</p> <p>21 Q. You have talked about the seriousness of 22 the policy that Cathy Henry violated.</p> <p>23 As the CEO of Chefs' Warehouse, is it your 24 expectation that employees who violate company policy</p>	<p style="text-align: right;">Page 144</p> <p>1 the radar -- under the radar of managers.</p> <p>2 BY MS. HENRY:</p> <p>3 Q. You said earlier that Chefs' Warehouse is 4 in the people business.</p> <p>5 What did you mean by that?</p> <p>6 A. We have a tremendous amount of employees 7 and -- You know, we're -- We're merchants, so -- 8 We're in the fulfillment business, and we're only as 9 good as the last person towing the line. So we 10 depend on our people to perform every day. You know, 11 we're not into robotics and automation and we're not 12 in the software business. We are -- We depend on a 13 tremendous amount of people to get the job done every 14 day.</p> <p>15 Q. Is it fair to say that customer 16 relationships are important Chefs' Warehouse?</p> <p>17 A. Of course.</p> <p>18 Q. And when you say that you're in the people 19 business and you depend upon people to get your work 20 done, if you learned that an employee was engaged in 21 behavior that was causing customers to complain, 22 would you expect that that employee's conduct would 23 be addressed?</p> <p>24 MR. LOOBY: Objection to form.</p>
<p style="text-align: right;">Page 143</p> <p>1 will be terminated?</p> <p>2 A. I expect policies to be followed. As any 3 company there's a tremendous amount of employees and 4 policies. The serious policies for executives who 5 are well compensated and receive stock are more 6 scrutinized than obviously somebody of a less 7 important role.</p> <p>8 Q. What kind of role would you consider an 9 important executive to follow company policies?</p> <p>10 Besides the -- the 20 people that we've talked about 11 here, are there other individuals that you think it's 12 especially important for them to follow company 13 policies?</p> <p>14 MR. LOOBY: Objection to form.</p> <p>15 BY THE WITNESS:</p> <p>16 A. We depend on day-to-day managers to manage 17 their businesses. And obviously we try to follow 18 best practices. So people unfortunately at certain 19 times are terminated for, you know, bad behavior. 20 But it's not something that, you know, we're seeking 21 out to terminate good employees. Obviously it's hard 22 to find good employees, so we try to hold on to them, 23 incentivize them, so -- I'm sure there's -- I'm sure 24 there's things that get done that -- you know, under</p>	<p style="text-align: right;">Page 145</p> <p>1 BY THE WITNESS:</p> <p>2 A. Yeah, of course. Certain situations where 3 maybe they're, you know, shorthanded and trying to 4 look for a replacement. You know, I always say a 5 truck doesn't drive itself. Sometimes they have to 6 hold on to employees a little longer than they would 7 like because they're shorthanded. Perfect example, 8 the truck doesn't drive itself. So -- But we do 9 expect eventually those employees are terminated.</p> <p>10 BY MS. HENRY:</p> <p>11 Q. So on the topic of trucks not driving 12 themselves.</p> <p>13 Who is Bob McKee?</p> <p>14 A. I don't know.</p> <p>15 Q. Who is the Transportation Manager at Allen 16 Brothers?</p> <p>17 A. Don't know.</p> <p>18 Q. Do you recall an incident where multiple 19 vehicles were involved in a serious accident with an 20 Allen Brothers truck?</p> <p>21 A. I don't.</p> <p>22 MR. LOOBY: Objection to form. Is there a time 23 period?</p> <p>24 MS. HENRY: Let's see if he recalls an incident</p>

CONFIDENTIAL

<p style="text-align: right;">Page 146</p> <p>1 that I -- like the one I've described.</p> <p>2 BY THE WITNESS:</p> <p>3 A. I -- I don't recall. Unfortunately our</p> <p>4 trucks do have accidents and it's not a good day.</p> <p>5 But -- Unfortunately we do have accidents.</p> <p>6 MS. HENRY: Okay.</p> <p>7 BY MS. HENRY:</p> <p>8 Q. Do you recall that in November of 2016 an</p> <p>9 Allen Brothers truck was involved in an accident on</p> <p>10 the Ohio feeder ramp in Chicago resulting in several</p> <p>11 critical injuries?</p> <p>12 A. I don't recall. We have over a thousand</p> <p>13 vehicles on the road.</p> <p>14 Q. How many accidents would you estimate</p> <p>15 Allen Brothers or Chefs' Warehouse or any of your</p> <p>16 other affiliated companies' vehicles are involved in</p> <p>17 every year?</p> <p>18 A. I'm sure our Safety Team could answer</p> <p>19 that. But to me every accident is horr -- horrible</p> <p>20 and tragic. Again, we do a tremendous of drive</p> <p>21 safety. We try to hire the best drivers. And it's</p> <p>22 just part of our business. It's an unfortunate part</p> <p>23 of our business. I don't want to speculate.</p> <p>24 Q. So I asked you before if you know who Bob</p>	<p style="text-align: right;">Page 148</p> <p>1 turn it into a properly run profitable company. And</p> <p>2 there was many, many changes made.</p> <p>3 Q. Are you aware of any allegations regarding</p> <p>4 drivers during the MT integration relying on fake</p> <p>5 drug tests -- fake urine to pass drug tests?</p> <p>6 A. I don't recall.</p> <p>7 Q. Do you know who Steve Sheridan is?</p> <p>8 A. Yes, I do.</p> <p>9 Q. Who is he?</p> <p>10 A. He's in our -- He's in our Operations</p> <p>11 Department.</p> <p>12 Q. Did Steve Sheridan ever report to you</p> <p>13 that --</p> <p>14 A. He doesn't report to me.</p> <p>15 Q. Do you never speak to Steve Sheridan?</p> <p>16 A. Very rarely.</p> <p>17 Q. To whom would -- Who would be responsible</p> <p>18 for reporting safety and security violations to you?</p> <p>19 MR. LOOBY: I'm going to object to the form.</p> <p>20 I'm also going to object to this line of questioning</p> <p>21 as going astray of what we discussed yesterday with</p> <p>22 the Court. I'll allow the witness to answer that.</p> <p>23 But I would like to move on from this shortly.</p> <p>24 You can answer the question.</p>
<p style="text-align: right;">Page 147</p> <p>1 McKee is, and you said that you don't know.</p> <p>2 A. I don't know.</p> <p>3 Q. Is that right?</p> <p>4 A. Yes.</p> <p>5 Q. Is this the first time you've ever heard</p> <p>6 that name?</p> <p>7 A. I'm not sure. But I cannot put a face to</p> <p>8 the person or -- Again, I don't want to sound</p> <p>9 flippant. We have, you know, thousands of employees.</p> <p>10 It's impossible for me to know, you know, these</p> <p>11 employees.</p> <p>12 Q. Did you ever learn that a Transportation</p> <p>13 Manager at Allen Brothers had not been keeping</p> <p>14 Department of Transportation safety records?</p> <p>15 A. No, I don't know.</p> <p>16 Q. Do you recall learning that the</p> <p>17 Director -- the Transportation Manager at Allen</p> <p>18 Brothers in Chicago had not been keeping maintenance</p> <p>19 records on Allen Brothers' vehicles?</p> <p>20 A. No. But what I do know is we -- we</p> <p>21 changed just about the whole Management Team at Allen</p> <p>22 Brothers. When we bought Allen Brothers it was</p> <p>23 losing money. It was a company that came out of</p> <p>24 distress. And it took a lot to right size it and</p>	<p style="text-align: right;">Page 149</p> <p>1 BY THE WITNESS:</p> <p>2 A. Yeah, that would go to -- We do have a</p> <p>3 safety -- We have a Safety Department. We have</p> <p>4 transportation leaderships. So there's -- We're in</p> <p>5 the transportation business and warehousing, so we</p> <p>6 do -- we do have leadership, and that's where -- You</p> <p>7 know, complaints would go to that department.</p> <p>8 BY MS. HENRY:</p> <p>9 Q. And who leads that department?</p> <p>10 A. I think we've had changes. It used to all</p> <p>11 go up into Ellie Thomas. So today's structure, I</p> <p>12 think it goes into two departments. Part of it goes</p> <p>13 into the regionals, and part would go to -- I think</p> <p>14 there has been a change in operational leadership.</p> <p>15 So it would go to that Operation leader who right now</p> <p>16 the name is not coming to me.</p> <p>17 Q. So when you say regional leadership or MT</p> <p>18 or Chefs' Warehouse or Allen Brothers, would that be</p> <p>19 Pat O'Callaghan?</p> <p>20 A. Oh, back in the -- Back in that time frame</p> <p>21 of Allen Brothers, Allen Brothers reports to Protein,</p> <p>22 you know, which is where it belongs. And during the</p> <p>23 tenure of when we bought it and when it was</p> <p>24 distressed, we had many managers trying to assist</p>

CONFIDENTIAL

Page 150	Page 152
<p>1 bring the company into the 22nd Century.</p> <p>2 Q. At the time of the MT acquisition, who was</p> <p>3 responsible for safety in Operations over MT in</p> <p>4 Chefs' Warehouse Midwest?</p> <p>5 MR. LOOBY: I'm going to object again on the</p> <p>6 relevance to this line of questioning. We're really</p> <p>7 getting beyond where we should be. I'll let the</p> <p>8 witness answer this. But I'm putting you on notice</p> <p>9 that we need to stay on target as the Court directed</p> <p>10 yesterday.</p> <p>11 BY THE WITNESS:</p> <p>12 A. I don't recall. But during any transition</p> <p>13 or acquisition OR computer integration or new</p> <p>14 facility, many managers participate, so -- I'm going</p> <p>15 to assume it was the Head of Ops working with Protein</p> <p>16 and working with the M&A Team and the local team. So</p> <p>17 many people involved.</p> <p>18 BY MS. HENRY:</p> <p>19 Q. So who would the head of Operations had</p> <p>20 been at that time?</p> <p>21 A. Probably Ellie Thomas.</p> <p>22 Q. Do you know the name Joe Palero</p> <p>23 (phonetic)?</p> <p>24 A. No.</p>	<p>1 Human Resources Pat Lecouras would enforce Chefs'</p> <p>2 Warehouse and Allen Brothers human resource policies?</p> <p>3 A. She would do her best.</p> <p>4 Q. Do you think that it would be appropriate</p> <p>5 for the Vice President for Human Resources or the</p> <p>6 Head of Human Resources professionals to violate</p> <p>7 Chefs' Warehouse attendance policies?</p> <p>8 A. You broke up. I don't think I understand</p> <p>9 the question.</p> <p>10 Q. Do you think it would be appropriate for</p> <p>11 the Head of HR to permit Human Resources</p> <p>12 professionals to violate Chefs' Warehouse attendance</p> <p>13 policies by going absent without leave?</p> <p>14 MR. LOOBY: Objection to the form.</p> <p>15 BY THE WITNESS:</p> <p>16 A. I mean, I'd be speculating. Obviously we</p> <p>17 hold people to professionalism and, you know, to do</p> <p>18 their job professionally.</p> <p>19 BY MS. HENRY:</p> <p>20 Q. Are you familiar with the name John Koris</p> <p>21 (phonetic)?</p> <p>22 A. John Koris?</p> <p>23 Q. Yes.</p> <p>24 A. Yes, I am.</p>
Page 151	Page 153
<p>1 Q. You've never heard of a HR manager at</p> <p>2 Chefs' Warehouse and Allen Brothers in Chicago named</p> <p>3 Joe Palero?</p> <p>4 A. What's the title?</p> <p>5 MR. LOOBY: Objection. Asked and answered.</p> <p>6 BY THE WITNESS:</p> <p>7 A. What's his title?</p> <p>8 BY MS. HENRY:</p> <p>9 Q. Human Resources Manager?</p> <p>10 A. No.</p> <p>11 Q. Chefs' Warehouse Chicago and Allen</p> <p>12 Brothers Chicago?</p> <p>13 A. They would report in to a regional, I</p> <p>14 guess, HR person, would report in to Operations, I</p> <p>15 guess. There must be a hundred people in that</p> <p>16 department.</p> <p>17 Q. Does an HR Manager at Chefs' Warehouse</p> <p>18 Chicago report to Pat Lecouras?</p> <p>19 A. HR Managers report -- Again, I think it's</p> <p>20 dotted lines. They've changed that structure a few</p> <p>21 times. So -- There's been times they reported, I</p> <p>22 think, regionally. Overall they do report up to HR</p> <p>23 which reports up to Pat Lecouras.</p> <p>24 Q. Is it your expectation that as Head of</p>	<p>1 Q. What do you know about John Koris?</p> <p>2 A. He came -- He was an employee of the</p> <p>3 company that we acquired, MT.</p> <p>4 Q. Is he still employed by Chefs' Warehouse?</p> <p>5 A. I -- No. I believe he is not.</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>

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<p>1 2 3 4 5 6 7 8 9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>	<p>Page 154</p> <p>1 2 3 4 5 6 7 8 9</p> <p>10 Q. Do you know who John Koris reported to?</p> <p>11 A. I'd be speculating. But I -- I would</p> <p>12 assume he reported to people in -- in the Illinois --</p> <p>13 He was based in Illinois. He would report to them.</p> <p>14 Q. Do you know roughly when he was</p> <p>15 terminated?</p> <p>16 A. No.</p> <p>17 Q. Would Cathy Henry, when she was in her</p> <p>18 role as Regional Vice President, be in a superior</p> <p>19 position to recommend the -- recommend the</p> <p>20 termination of the employment of a sales</p> <p>21 representative, like John Koris, to Pat O'Callaghan,</p> <p>22 the Regional Vice -- or the Executive Vice President?</p> <p>23 MR. LOOBY: Can you say that again. It cut out.</p> <p>24 I want to make sure we have the question.</p>
<p>1 2 3 4 5 6 7 8 9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>	<p>Page 155</p> <p>1 2 3 4 5 6 7 8 9</p> <p>10 MS. HENRY: Sure.</p> <p>11 BY MS. HENRY:</p> <p>12 Q. Would Cathy Henry have been in a superior</p> <p>13 position to recommend the termination of the</p> <p>14 employment of a sales rep to the Executive Vice</p> <p>15 President, Pat O'Callaghan?</p> <p>16 MR. LOOBY: Objection to form.</p> <p>17 BY THE WITNESS:</p> <p>18 A. I'm going to -- I mean, you're asking me</p> <p>19 to speculate. They worked as a team. I don't know</p> <p>20 how long that they worked together. But I'm going to</p> <p>21 speculate they worked as a team to make decisions as</p> <p>22 best they could for the betterment of the company.</p> <p>23 BY MS. HENRY:</p> <p>24 Q. So I was asking you structurally who would</p> <p>have the superior authority or position in making</p> <p>decisions about a sales rep's employment, a Regional</p> <p>Vice President, like Cathy Henry, or the Executive</p> <p>Vice President for the Northeast, like Pat</p> <p>O'Callaghan?</p> <p>A. Usually the Sales Manager would terminate</p> <p>a salesperson. So going above that, we're going</p> <p>into, you know, unchartered waters in -- in our</p> <p>structure. So I don't know why a Sales Manager would</p>

40 (Pages 154 - 157)

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Page 158	Page 160
1 not be firing a salesperson.	1 A. Don't recall.
2 Q. Did you ever learn that Cathy Henry raised	2 Q. Do you know if it was before or after
3 concerns about fairness in pricing?	3 Cathy Henry was terminated?
4 MR. LOOBY: Objection to form and the relevance	4 A. I don't recall.
5 of this question.	5 Q. What was his title?
6 BY THE WITNESS:	6 A. I don't recall.
7 A. I don't recall.	7 [REDACTED]
8 BY MS. HENRY:	8 [REDACTED]
9 Q. Who is Tara Brennan?	9 [REDACTED]
10 A. An ex-employee.	10 [REDACTED]
11 Q. And what was her -- How -- When did she	11 [REDACTED]
12 leave Chefs' Warehouse?	12 [REDACTED]
13 A. I'm speculating. A few years ago.	13 [REDACTED]
14 Q. What was her title when she was there?	14 [REDACTED]
15 A. I don't know.	15 [REDACTED]
16 Q. How do you know she's an ex-employee?	16 [REDACTED]
17 A. I know.	17 [REDACTED]
18 Q. Who is John DeBenedetti?	18 [REDACTED]
19 A. An ex-employee.	19 [REDACTED]
20 Q. How long has he been an ex-employee?	20 [REDACTED]
21 A. Four years. Five years.	21 [REDACTED]
22 Q. What was his title?	22 [REDACTED]
23 A. I think Vice President of Protein.	23 [REDACTED]
24 Q. Do -- Did Cathy Henry raise concern about	24 [REDACTED]
Page 159	Page 161
1 John DeBenedetti, his role as Vice President of	1 [REDACTED]
2 Protein, giving Tara Brennan favorable pricing	2 [REDACTED]
3 alternatives for her customers?	3 [REDACTED]
4 A. I don't recall.	4 [REDACTED]
5 [REDACTED]	5 [REDACTED]
6 [REDACTED]	6 [REDACTED]
7 [REDACTED]	7 [REDACTED]
8 [REDACTED]	8 [REDACTED]
9 [REDACTED]	9 [REDACTED]
10 [REDACTED]	10 [REDACTED]
11 [REDACTED]	11 [REDACTED]
12 [REDACTED]	12 [REDACTED]
13 [REDACTED]	13 [REDACTED]
14 [REDACTED]	14 [REDACTED]
15 [REDACTED]	15 [REDACTED]
16 Q. When was he terminated?	16 [REDACTED]
17 A. I think five years ago.	17 [REDACTED]
18 Q. Was he terminated before or after Tara	18 [REDACTED]
19 Brennan was terminated?	19 [REDACTED]
20 A. I don't recall.	20 [REDACTED]
21 Q. Who is Pat Ansboury?	21 [REDACTED]
22 A. An ex-employee.	22 [REDACTED]
23 Q. What was his title -- When did he become	23 BY MS. HENRY:
24 an ex-employee?	24 Q. Who would his superior officer have been?

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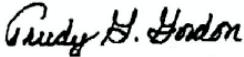
Page 162	Page 164
1 A. Again, at the -- We've had many changes	1
2 building that team, so I don't want to speculate.	2
3 Q. What team is that?	3
4 A. Protein.	4
5 Q. Who is the Head of Protein now?	5
6 A. It's run by -- It's run by our Seafood	6
7 Division Leader, Josh Berman, and by Harris Heckelman	7
8 on the Meat side, with a dotted line in to the	8
9 Region.	9
10 Q. And who's the -- With a dotted line in to	10
11 the Regional Vice President.	11
12 Who would that be?	12
13 A. Of that region, it would be Pat	13
14 O'Callaghan.	14
15 [REDACTED]	15
16	16
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Page 163	Page 165
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12	12
13 MS. HENRY: Counsel, I'd like to take a 15 --	
14 10-minute break and resume.	
15 MR. LOOBY: Okay. Thank you.	
16 THE VIDEOGRAPHER: Going off the record. Time	
17 on the monitor, 2:15 p.m.	
18 (WHEREUPON, WE WERE OFF THE	
19 RECORD.)	
20 THE VIDEOGRAPHER: We're back on the record.	
21 Time on the monitor, 2:31 p.m.	
22 BY MS. HENRY:	
23 [REDACTED]	
24	

42 (Pages 162 - 165)

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<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>	<p>Page 166</p> <p>1 THE VIDEOGRAPHER: Going off the record. Time 2 on the monitor, 2:35 p.m. 3 (WHEREUPON, WE WERE OFF THE 4 RECORD.) 5 THE VIDEOGRAPHER: We're back on the record. 6 Time on the monitor, 2:38 p.m. 7 MR. LOOBY: Thank you. 8 We don't have any questions for the 9 witness at this time. 10 THE VIDEOGRAPHER: Okay. This concludes today's 11 testimony of Chris Pappas. The time on the monitor, 12 2:38 p.m. We're off the record. 13 (WHEREUPON, WE WERE OFF THE 14 RECORD AT 2:38 P.M.) 15 * * * * *</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>
<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12 BY MS. HENRY:</p> <p>13 Q. Did Chefs' Warehouse have an obligation to 14 back its Regional Vice President, Cathy Henry?</p> <p>15 A. Chefs' Warehouse works with all their 16 leadership to do the best job we can for -- for what 17 we do to produce business. I mean, we're in the 18 business of selling merchandise, so we are -- we 19 are -- yes, we are backing our leaders and trying to 20 support them to do the best job as long as they're 21 fit to -- to do the job.</p> <p>22 MS. HENRY: I have no further questions.</p> <p>23 MR. LOOBY: Could we take a 5-minute break?</p> <p>24 MS. HENRY: Sure.</p>	<p>Page 167</p> <p>1 CERTIFICATE 2 OF 3 CERTIFIED SHORTHAND REPORTER 4 5 I, Trudy G. Gordon, a Certified Shorthand 6 Reporter of the State of Illinois, CSR License 7 No.084-004077, do hereby certify: 8 That previous to the commencement of the 9 examination of the aforesaid witness, the witness was 10 duly sworn to testify the whole truth concerning the 11 matters herein; 12 That the foregoing deposition transcript 13 was stenographically reported by me and was 14 thereafter reduced to typewriting under my personal 15 direction and constitutes a true and accurate record 16 of the testimony given and the proceedings had at the 17 aforesaid deposition; 18 That the said deposition was taken before me 19 at the time and place specified; 20 That I am not a relative or employee or 21 attorney or counsel for any of the parties herein; 22 nor a relative or employee of such attorney or 23 counsel for any of the parties hereto, nor am I 24 interested directly or indirectly in the outcome of</p> <p>Page 169</p>

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1 this action. 2 IN WITNESS WHEREOF, I do hereunto set my 3 hand at Chicago, Illinois, this 6th day of August, 4 2021. 5 6 7 8  9 10 TRUDY G. GORDON, CSR 11 12 CSR. License No. 084-004077 13 14 15 16 17 18 19 20 21 22 23 24 25	Page 170	Page 172
		<p>1 DEPOSITION REVIEW CERTIFICATION OF WITNESS</p> <p>2 ASSIGNMENT REFERENCE NO: 4707154</p> <p>3 CASE NAME: Henry, Catherine v. Chef's Warehouse/ Allen Brothers</p> <p>4 DATE OF DEPOSITION: 7/15/2021</p> <p>5 WITNESS' NAME: Christopher Pappas</p> <p>6 In accordance with the Rules of Civil</p> <p>7 Procedure, I have read the entire transcript of</p> <p>8 my testimony or it has been read to me.</p> <p>9 I have made no changes to the testimony</p> <p>10 as transcribed by the court reporter.</p> <p>11 Date _____ Christopher Pappas</p> <p>12 Sworn to and subscribed before me, a</p> <p>13 Notary Public in and for the State and County,</p> <p>14 the referenced witness did personally appear</p> <p>15 and acknowledge that:</p> <p>16 They have read the transcript;</p> <p>17 They signed the foregoing Sworn</p> <p>18 Statement; and</p> <p>19 Their execution of this Statement is of</p> <p>20 their free act and deed.</p> <p>21 I have affixed my name and official seal</p> <p>22 this _____ day of _____, 20 _____. 23</p> <p>24 Notary Public</p> <p>25 Commission Expiration Date</p>

1 Veritext Legal Solutions 1100 Superior Ave 2 Suite 1820 3 Cleveland, Ohio 44114 4 Phone: 216-523-1313 5 August 6, 2021 6 To: Mr. Looby 7 Case Name: Henry, Catherine v. Chef's Warehouse/ Allen Brothers 8 Veritext Reference Number: 4707154 9 Witness: Christopher Pappas Deposition Date: 7/15/2021 10 Dear Sir/Madam: 11 Enclosed please find a deposition transcript. Please have the witness 12 review the transcript and note any changes or corrections on the 13 included errata sheet, indicating the page, line number, change, and 14 the reason for the change. Have the witness' signature notarized and 15 forward the completed page(s) back to us at the Production address 16 shown 17 above, or email to production-midwest@veritext.com. 18 If the errata is not returned within thirty days of your receipt of 19 this letter, the reading and signing will be deemed waived. 20 Sincerely, 21 Production Department 22 23 NO NOTARY REQUIRED IN CA	Page 171	Page 173
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CONFIDENTIAL

<p>1 ERRATA SHEET 2 VERITEXT LEGAL SOLUTIONS MIDWEST 3 ASSIGNMENT NO: 4707154 3 PAGE/LINE(S) / CHANGE /REASON 4 _____ 5 _____ 6 _____ 7 _____ 8 _____ 9 _____ 10 _____ 11 _____ 12 _____ 13 _____ 14 _____ 15 _____ 16 _____ 17 _____ 18 _____ 19 _____ 20 Date Christopher Pappas 21 SUBSCRIBED AND SWORN TO BEFORE ME THIS _____ 22 DAY OF _____, 20 _____. 23 _____ 24 _____ 25 Commission Expiration Date</p>	Page 174

45 (Page 174)

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1 READ/SIGN DEPOSITION OF: Christopher Pappas

2 DATE OF DEPOSITION: 7/15/2021

3 IN THE MATTER OF: Henry, Catherine v. Chef's Warehouse/ Allen Brothers

4 DO NOT WRITE ON THE DEPOSITION ITSELF

5 Page Line Changes or corrections and reason

6 95:8 "bills" should be "builds" Wrong word

7 95:14 "I would that a executive" should be "I would assume that an executive" Two missing words

8 122:1 "precedence" should be "precedent" Wrong word

9 136:20 "no" should be "know" Wrong word

10 143:2 "As any" should be "As at any" Missing word

11 _____

12 _____

13 _____

14 _____

15 _____

16 _____

17 _____

18 _____

19 _____

20 _____

21 I have inspected and read my deposition and

22 have listed all changes and corrections above

23 along with my reason therefor.

24 DATE: 7/17/2021 SIGNATURE: 